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FORGOTTEN REALMS®

Ed Greenwood's

Eye on the Realms

Whispered Words

By Ed Greenwood ✦ Illustration by Lorraine Schleter

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Arshryke Taranth is presumed dead.

The sinister, menacingly capable Royal Intelligencer (head spy) of Impiltur went missing while on assignment in Sembia two summers ago, and he has not been heard from since. Because Sembia has a very effective counterespionage force, some think Sembian agents identified him and then murdered him.

Recently, when repairs were being made to the roof of the palace in Lyrabar, workers discovered a crumbling, long-disused chimney that contained a cache of coins, disguises, false identification documents, climbing cords and grapples, and notebooks—the latter in handwriting recognized by some as that of "the Arshryke."

Somehow, one of those notebooks was spirited away to Waterdeep, where an ambitious young scribe, Thamrose Baradult, set about making and covertly selling copies of it. Baradult has since disappeared, but scores of his copies are in circulation. They are prized for the watchwords and pass phrases recorded in them. Though these will undoubtedly be changed as word spreads of their exposure, they might be very useful in the short term to adventurers everywhere. Some of them, appear hereafter, along with Arshryke's notes on their use.

Church of Bane

Undercover servants of the Black Lord identify themselves to each other by speaking a sentence that incorporates the words "it's going black" or "blacker than ever." The answering phrase is "my hand" or "your hand" worked into any sentence. For example:

Sign—"This ring must be a fake. Look, it's going black! Gold, my grandsire's nose!"

Countersign—"Hah! Look you! The one on my hand is hardly better!"

A casual Banite oath, sometimes muttered as a recognition sign, is "Blackfire!" It serves as an informal, everyday variant of the more formal "Blood of the God!"

Another more formal equivalent, but still polite enough not to merit a rebuke from senior clergy, is "Aumarrath!" This is short for "In memory of Aumarrath!" Aumarrath the Tyrant-King was an early prophet of Bane, and this oath denotes holy awe or satisfaction when it's not being used by undercover Banites as a recognition code.

Church of Shar

The traditional, favorite challenge and response for undercover Sharrans is "dark kiss," answered by "deep kiss." Because these phrases are hard to work into everyday converse, Sharrans long ago shortened them to "dark" (at or near the end of any spoken sentence) answered by "deep." For example:

Sign—"Almost lamplight time! Out back, it's getting plenty dark."

Countersign—"Deep words and true, friend, deep words and true. Where do they keep their lanterns in this hostelry, I wonder?"

Some other words and phrases are also used, though few of them are respected in Netheril. Using them in Netheril marks the speaker as an outlander who happens to venerate Shar, or as an intruder trying to pass as Shadovar.

- *Welcome nightfall:* A fragment of a famous prayer to Shar that is now used as a Sharran recognition phrase.
- *Fallingdark:* This recognition word has its origins in a jest or prank.

These words are not as well known.

- *Twelveshadow:* Folk of Shade use this as an everyday watchword.
- *Tanthar:* Meaning "home," tanthar serves as a more secretive, secure password.
- *Daramont:* Though the precise meaning and origin are undetermined, daramont is apparently an emergency word that grants access to High Prince Telamont without delay.

The Cult of the Dragon

This active organization uses the names of certain dracoliches as challenge and answer passwords.

- *Gulkarondor:* A popular password, it is frequently answered by "Orvraunt."
- *Mhaeragdaroun:* This is another popular password; the usual response is "Raummantharas."
- *Grylythgrokh (Grill-ITH-grok-hhh):* Use of the dracolich's name *always* means "I am being followed" or "I strongly suspect I'm being followed" or "those with me are false or will likely betray us." It is a warning to ready arms, deploy defenders, and be alert. The name belonged to a dracolich that turned against the Cult and was destroyed at great cost in cultists' lives.
- *Sammaster:* Utterance of the name "Sammaster" is very rare outside of private discussions in Cult safeholds, because as a call or cry, it means "Help! Aid! To arms, all Cult members! Immediate peril is upon us!"

The elite of the Cult, the Wearers of Purple, use all Cult passwords, but they also have their own recognition words and phrases. Most of these are the surnames of long-dead members who were significant to the Cult in earlier days. For example, the successful Sembian trader Daerego Sulphontis (a distant relative of the notorious Sammereza Sulphontis of Waterdeep) was an early "martyr" of the Wearers of the Purple—or so cultists term him. The truth is that they enticed Sulphontis to join their ranks and then slew him to gain his land and wealth. His surname now sees use as a password, and it is usually answered by "Raeriss" or "Halabront" (two more long-dead "martyrs").

The use of the name "Vraele" means something akin to "trust not what I am now going to say; I am speaking falsehoods to mislead those overhearing us." Vraele was the name of a female cultist who was respected in her day, but now is considered a traitor to the Cult.

The Eminence of Araunt

According to the Arshryke, the undead of this fell organization speak little to each other, and most of what they do say is bald commands. Yet they do employ some code words, such as "Araunt," which means "I have authority over you, and thereby give these orders and expect your obedience." The silent, gestured equivalent is one arm thrust straight up into the air, hand open with fingers together.

If the Eminence member being thus addressed accepts the authority of the speaker, the reply is "eiroun" (pronounced "EAR-roon"), which means "I recognize your authority, and will obey." The silent equivalent of this is a bow or sudden swoop to the floor or ground.

If the response is instead "thael," the member is indicating that he or she refuses to obey. If not accompanied by a terse explanation, such as having contrary orders from someone mightier within the Eminence, the response is taken as a repudiation of authority. The silent equivalent is a sharp turning away and movement away from the order's source, before turning back to face the person.

Eminence members also use "gaurord" ("GOR-roared"), which means "it is accomplished." The silent equivalent is an emphatic downward motion that turns into a sweeping horizontal movement, usually outward and to the right.

The Five Companies

These skysailing hireswords, traders, and buccaneers employ a complex and shifting array of glib passphrases and code words intended to confuse eavesdroppers and convey hidden meanings in what appear to be straightforward, everyday conversations. Members of the Five Companies use passwords and recognition phrases to distinguish themselves from "Daerbow" (pronounced "DARE-boe"). Daerbow is the name of a long-dead, infamous Halruaan swindler, and the Companies and those in Yaulazna now use it to denote anyone not of the Five Companies. It's rough equivalent is "dupes" or "marks" or "the sheep with whom we do business."

Those of the Companies also employ higher words and phrases within each company to guard against infiltration of their innermost scheming and decision-making by the other four companies. These tend to be swift, short, whispered warning words, indicating one or more of the following as noted in the table below.

The Pact Council that governs Yaulazna uses a few unique formal words and phrases derived from Halruaan speech. These words are not secret to anyone dwelling on the Yaulazna mote, but they are unfamiliar to outsiders.

- ✦ *Deldaen (Dell-DANE):* This is not to be discussed openly.
- ✦ *Lorel (Lor-ELL):* We must speak privately. (If said sternly, urgency is implied.)
- ✦ *Varandur (Var-ANN-dur):* Foe, intruder, spy, or false-faced (disguised) one.

The secretive, watchful enforcers of House Jordain use an array of passwords and recognition phrases not based on the Halruaan tongue. These phrases and words are largely concerned with keeping watch over activities that are detrimental to the survival of Yaulazna, Jordaini authority, and the delicate balance of power that House Jordain maintains between the fierce rival companies.

- ✦ *Aumuth (AWW-mthh):* Suspected treachery against the security of Yaulazna/House Jordain.

CODE WORDS AND PHRASES USED IN THE FIVE COMPANIES

Meaning	Bez	Errowd	Flurrig	Tundag	Yargo
I have an urgent need for a private meeting.	Dartar	Right thirsty	—	—	Lurdle
I have an urgent need for armed aid.	Tooroo	Belay	Delvurr*	Rattleteeth**	Borul-borul
We are overheard.	Sarkisk	Much wetter than I expected	—	Cracked across	Dreth
Because we are overheard, what I am now about to say is false.	Belra	Wet right down my neck	Taskur	—	Drethmul
Anything after this is true.	Gurla	See the sun	Taskurl	—	Estayne

* Delvurr Larra means "Attack this instant!"
** Also means "arm yourself and prepare for trouble."

Precise meanings have not yet been determined for the handful of other watchwords identified by Arshryke: "flairel," "tawbrost," "veldrem," and "dlarnen" (dlarnen might something to do with beginning a task or with confirming that the task is to be done soon). Some slang terms used among the Companies are now spreading into general use in Yaulazna and beyond, including among some trading cabals that are not part of the Five Companies at all.

- *Burdaen (Burr-DANE):* Permissible target. (The target is a cargo, a ship or caravan, or a trading organization that is easy prey or that has no allies or complications. The latter might be a protective pact with another of the Five Companies, hired protective mages, or investments with allies.)
- *Raraskar (rah-RASS-car):* We have agreement. (The implication with this word is that others have witnessed the agreement, and that you shall be judged and your reputation will suffer if you renege on what you just agreed to do.)

Thamrose Baradult of Waterdeep was selling various versions of the Arshryke's notebook; the shorter, cheaper version ends at this point. A longer but less well-known version also exists. It contains everything discussed here plus details of some other groups. It seems likely that Baradult's disappearance is linked to the more exclusive content of the rare edition. Owners of it, be warned!

The Harpers

In the Realms today, several small and stealthy but widespread groups call themselves "Those Who Harp" or "the Harpers." Some of these groups appear to predate the Spellplague, while others are clearly new organizations that have adopted the name and some of the ideals of the famous Harpers.

The Arshryke's notes identify one group as being led by the prescient bard Talarra Stargentle, based in Athkatla, and says of it: "False Harpers: work against rulers and lawkeepers, but with no good aims, though they try to gain support and aid by claiming the high ideals of the Harpers of old."

The Arshryke passes similar judgments on the Harpers of Selgaunt, who include the flamboyant and glib "dandy of the coin-rich" rogue Andremmos Skalander and the sinister, reclusive warlock Hathemmor the Dark. He has similar suspicions about the Harpers Under the Stars led by Deruu the Silent of Ormpur.

However, he believes the Harpers in Cormyr and the Dales, who include Storm Silverhand, the rangers Aldrus Steelshorn and Malthar Bearslayer, and the fiery-tempered and flamehaired Lady Moonmantle, to be in effect a remnant of the Harpers of earlier centuries.

All of these groups have their own passwords and recognition phrases, but the Arshryke's notes record the name "Dove" (a reference to the famous Dove Falconhand, of the Seven Sisters of old) as being widely used by Harpers all over Faerûn to mean "go and reconnoiter" or "spying is necessary." When combined with the code name of a Harper, it means that the named Harper is reconnoitering right then. "Sarkyn" seems to be another universal Harper code word, meaning "trustworthy," "proven ally," or "reliable source."

The Arshryke recorded five whispered words unique to specific groups:

- *Taland:* Harpers in Athkatla use it to mean "go into hiding" or "flee" or "speak not of this." For the Harpers of Ormpur, it means the opposite: "identify yourself" or "reveal that we are Harpers" or "show the badge of the Harpers to obtain aid from this one" or "it's permissible to reveal that we are Harpers to those folk."
- *Bad crops, as I recall:* Harpers of Cormyr and the Dales use this phrase to mean "beware danger associated with this place or person" or "possible trap here" or "readiness for battle is now prudent." The word "recall" must be present to signify that one isn't simply speaking of a bad crop yield.
- *Bitter water in that well:* The Harpers of Selgaunt use this phrase to mean "we must speak privately and urgently," so "right away" is implied, or if that's not prudent, they use a more overt "look for me as soon as possible; we must talk" way of phrasing things.

- ✦ *Rolling heads:* To the Harpers of Cormyr and the Dales, this means "magic is to be avoided" or that magic is unnecessary in whatever undertaking is being discussed. They use "wiser heads" to mean magic will be encountered and preparation for it is necessary. The Harpers of Athkatla, Ormpur, and Selgaunt all use "wiser heads" to mean "delay" or "do nothing right now" or "retreat" or "I'm calling the attack off."
- ✦ *Maskertander:* The Harpers of Athkatla devised this nonsense word to be used as a cargo or trade item in speech. It refers to any item or cargo that is trapped, watched, enchanted, or poisoned. If "good" is uttered with maskertander, it means "this is ours" or "we can handle it," but it can also mean "we should be aware of it or wary"—the context is critical. If "bad" is said instead, it means "avoid the cargo or item," "show no interest in it," or "get rid of it right away."

The Arshryke also noted that several Harper groups know and use a phrase thought to have been invented by Storm Silverhand, but he did not know its meaning. That phrase is "nine and seven and not a coin left for me."

Netheril

The Shadovar are one of the most active threats to other rulers in the Heartlands of Faerûn today. Like many other spies, the Arshryke took it as fact that the forces of Shade watch over all ruling courts near their land and that they are attempting to covertly influence all of them.

The Arshryke knows little of internal Netherese passwords, because he regarded it as suicidal folly to try to penetrate that land. He was particularly interested in uncovering secret words and phrases used by Netherese agents operating in Impiltur and around the Inner Sea lands, however, and he recorded these in his notebook.

- ✦ *Halamond:* Plans/orders have changed; stop the task.
- ✦ *Ierithont (EAR-ith-ont):* Scatter and go into hiding.
- ✦ *Lamarance:* We are being followed.
- ✦ *Lamarant:* We are being spied upon.
- ✦ *Morgaunce:* Ambush or trap; make ready/hear me.
- ✦ *Morugaunt:* Danger, enemy near; to arms.
- ✦ *Nanzuth:* Abandon what we're doing and carry out the next order/tasks without delay.
- ✦ *Paeraeril (Pair-AIR-ill):* Seize that item/take that prisoner.
- ✦ *Salaragh (sell-AR-ag):* Move that which is hidden here.
- ✦ *Telm:* Kill.
- ✦ *Zasharl:* Kidnap, in a stealthy manner, commencing now.

The Order of Blue Fire

The Arshryke viewed this organization as containing many insane beings and a few earnest, well-meaning dupes controlled from above by far more sinister and inscrutable commanders. He wanted its members operating within Impiltur to be watched *very* closely and to be foiled whenever possible.

He identified two lower-order code words used by the Order.

- ✦ *Taelen (TAY-len):* Taelen is the Order's term for foes who feign friendliness or neutrality, or spies in their midst.
- ✦ *Lochar (LOCK-arr):* Lochar means a spellscarred useful to the Order, or a spellscarred that needs to be manipulated, trained, or confined to the Order's advantage or to bring about local peace/common good.

The Arshryke also learned a handful of the many code words and passwords used by accordants of the Order, though the meanings "yelve" and "zarrem" remained unknown to him. The ones he learned are:

- ✦ *Ammanant:* Slay this/these.
- ✦ *Calag:* Capture this/these.
- ✦ *Nathtag:* Destroy this/these, leaving no identifiable remains (in other words, blast and burn and scatter the ashes, or dissolve in acid, or magically transform into something that can be consumed or scattered and leave no obvious trace).
- ✦ *Orglamant:* Question under torture, then kill by torture, then display as a warning.
- ✦ *Orglanathtag:* Question under torture, then destroy without a trace.
- ✦ *Orglul:* Question under torture, then confine, but don't slay.

Queen Filfaeril's Blades

This small band occasionally uses "fee" and "fire" as a challenge-and-response passphrase, but its members rely far more on a series of code words to convey specific meanings.

The Arshryke recorded these:

- *Avesper:* Commence the mission.
- *Tathtath:* Flee and hide. Get out of here.
- *Uldair:* A foe is right behind me; get ready.
- *Vove (VOE-vuh):* Rendezvous (at a previously agreed-upon spot) without delay.

The Arshryke also recorded three additional Blades code words, though he doesn't know the meanings of them: "belzair," "coaramaunth," and "elendoe."

The Zhentarim

The Arshryke suspected that Manshoon or another powerful, surviving wizard of the Black Network was seeking to turn these Cyric-worshiping mercenaries back into what Manshoon had initially forged more than a century ago: a wizard-led army of capable, disciplined, professional soldiers. The swift way to accomplish that would be to covertly take over a kingdom—such as Impiltur—and gain control of its standing army plus the coin and food it could provide to such a force, then set about turning that army into loyal warriors of its new overlord.

Fueled by such suspicions, the Arshryke spied extensively on Zhent mercenaries whenever possible, and he amassed the following Zhentarim whispered words.

Recognition phrases:

- "That you, Darshoon?" Answered by "That motherless cur?"
- "I speak for the far-trader Athrak, who deals now in sheep." Answered by "Sheep, now? It used to be anvils!"
- "Colder than I expected." Answered by "Well, when the sun is black. . . ."

Code phrases:

- *A broken wheel again:* Be ready for trouble/to begin the mission.
- *I hear the bad inn burned down:* I am of the Network, and I bring your orders.
- *I hate that particular eel-vomit shade of red:* Kill the prisoner(s)/target(s) without delay; go to do so now.
- *Mhaerbrakh (MAIR-brak):* Attack now/when agreed upon, and take no prisoners/leave no witnesses alive. Swiftness matters more than stealth. (Mhaerbrakh is the name of an infamously brutal and bold, but long dead, Zhentilar battle commander.)

Words of Unknown Uses

Some whispered words contained in the Arshryke's notebooks have no source or meaning noted, or his knowledge of them was fragmentary.

"Salaeriko" is used by some Harper groups and by the Order of Blue Fire, but perhaps to convey different meanings.

"Tuskoan" and "harblaze" are used by all of the Five Companies, but the Arshryke didn't know their meanings or their context. He believed them to have originated as the names of notorious individuals, now dead.

The notebook records a handful of words whose meanings he understood, but whose users were unknown. This might have been an indication of the Arshryke's discretion rather than ignorance. The words are:

- *Breaklock:* Plans have changed; put everything on hold.
- *Sixfires:* This is our target/do it now.
- *Brindleshanks:* One of us, and to be trusted.
- *Morkoon:* A shapechanger.

Purchasers of any part of the Arshryke's writings (at least one of Baradult's copies has been broken up and sold by the page) are warned that imprudent use of recognition phrases and code words can plunge any user into immediate danger or involve them, through mistaken identity, in schemes that might unfold for years, during which time they might be hunted, swept up in foolhardy and illicit deeds, or enspelled without warning.

About the Author

Ed Greenwood is the man who unleashed the Forgotten Realms on an unsuspecting world. He works in libraries, writes fantasy, science fiction, horror, mystery, and even romance stories (sometimes all in the same novel), but he is still happiest churning out Realmslore, Realmslore, and more Realmslore. There are still a few rooms in his house with space left to pile up papers in . . .

Moralities Plays

by Stephen Radney-MacFarland

I know what some of you are thinking. Morality? Really? We play this game for fun. Do we need to get this heavy? Well, don't worry. I'm not proposing a method for transforming your game into a social-political statement for our time. Instead, let's create moral dilemmas by using Dungeons & Dragons® rules, assumptions, and tropes so that we can provide characters (and their players) with hard choices.

Why create moral dilemmas? To be honest, you don't need to. The game has a simple underlying story: knock down door, beat up bad guy, take stuff, repeat. You can run this basic story all by itself without destroying the suspension of disbelief, though that suspension might get battered and bruised at times. Despite its simplicity, that story is really fun to play, because it interacts with the statistics and the rules of the game so well.

Eventually, though, when this story becomes humdrum, most DMs look for other ways to challenge players and their min-maxed characters. What better way to challenge characters than to provide them with a moral choice?

Beware—you might find that providing moral choices is hard. There are many hazards. Avoid creating reflections of real-world current events, because doing so can bring real-world passions to the forefront, and the last thing you want to do is bog down your game with a heated discussion about health care, uprisings in the Middle East, or even the foolishness of the celebrity idiot of the week. If you're interested in challenging your players with hard moral choices, you need to broaden your scope, and then get personal.

Moral Questions

Dungeons & Dragons, like most action-adventure games, lives within a bubble of its own moral axioms. The game assumes that characters are tracking down evil monsters and putting them to the sword, or blasting them with a spell and then taking their stuff. It's a reality far different from our own.

At the same time, murder and theft are still wrong. A key assumption of the game is that monsters have it coming. That's why they have evil alignments. You don't ransack the innkeeper's quarters, kill the stablehand who mouthed off to you, and scrape the gold leaf off the walls in the local temple of Pelor. Even in a campaign with mostly evil characters, it's best not to poop where you live.

These assumptions, though rather broad in a black-and-white sense, play into your hands when creating moral dilemmas. You see three speeds of characters in Dungeons & Dragons morality plays. The main ones are the virtuous and the fallen (or in game terms, good and evil). D&D assumes that everything in a dungeon is fallen, and everything living in a point of light is virtuous. If you want to shake things up a bit, that assumption is a good place to start. Most of you probably do this to some extent already: The guildmaster of assassins lives openly in an important city to the south, and the leadership of a silver dragon keeps the horrors of the Iron Bastion contained. You can be subtler and more devious in your mixes: The heirless king, who is loved by his people, is actually the head of a clan of doppelgangers, and he is working to slowly but surely repopulate the city with more of his kind. That osyluth guarding the strange dungeon doorway is, in reality, trying to keep his ancient master—a baron of the Nine Hells—locked within the dungeon, though a curse upon the osyluth prevents it from revealing this information.

The latter two examples are harder than the first to figure out because they aren't stereotypes and because the truth is being obscured in some way. They create harder choices for the players, once characters do figure out what's going on (maybe you can use some of the intrigue-based strategies outlined in

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February's column). Slay the doppelganger and you might plunge a kingdom into anarchy over the loss of a just king. Destroy a devil out of hand, and you might unleash something much worse.

The best good-vs.-evil moral questions force characters to make a choice when every option entails both good and bad consequences. The challenge is finding a way to maximize the good while minimizing the bad.

What is the third character speed mentioned above? The unknown or undecided (read: unaligned). The more of these characters you have in your campaign, the more opportunities you have for creating moral dilemmas.

That might seem counter-intuitive, because unaligned characters seem less inclined to take a strong moral stance. But that also means they are more inclined to weigh the options fully and not see the situation dogmatically.

Moral dilemmas should not offer clear answers. Every solution should have the potential to create more problems. Killing is wrong . . . except in certain circumstances. Larceny is a crime . . . unless you're stealing from outlaws.

Fantasy-world morality tends to be black and white. To create moral dilemmas, you must introduce shades of gray. In doing so, you invite more intrigue, story choice, and character building into your game.

The Other Side of Alignment

At its worst, alignment can be an excuse to play a jerk. That fact frustrates every DM who ever crafted an excellent plot only to watch it come to an abrupt halt when the paladin decided that he would never go on such an adventure. "My character doesn't work with demons." "I will never make a deal with a priest of Bane." Or, worst of all, "I am lawful good!" That latter statement probably has justified a longer list of different and conflicting actions than any other in the history of D&D. Such proclamations lead to arguments, and those arguments delay the next encounter—or maybe postpone the encounter indefinitely.

The key is making alignment work for you rather than letting it stand in your way. To do this well, you must have a good foundation of player behavior on which to draw. Pay attention to which creatures are particularly loathed by your group and how players respond to political, religious, and social groups in your game. If you are running a new group or you are running an organized play game, using a version of January's questionnaire can help you identify interesting decision points. Just make sure to pay attention to the characters' alignments.

In general, alignment is a key indicator of how a player plans to play his or her character. Especially in 4th Edition, which has fewer alignment choices than past editions, it's very telling when a player decides on lawful good or good over unaligned. Because few rules elements talk directly to alignment, and a player has no reason to avoid selecting unaligned, a player who picks one of the other alignments is likely telling you something about how he or she will think when that character must make a moral choice.

It can also help to look at the alignment mix of all the characters. Take a raw assessment of the various alignments in your group, and especially note the divide between good and unaligned. Strangely enough, if the group is pretty evenly divided, fewer arguments will occur. D&D is at its heart a heroic game, and a mix of good and unaligned usually will fall pretty squarely upon the good axis.

There are exceptions. Some groups like to argue about every decision that comes up (and boy, have I had those groups). But if your group is pretty evenly split, it will lean toward good actions over opportunistic actions.

Drama occurs in a gaming session more frequently when you have a small group of characters, or just one character, that is surrounded by other characters of a different alignment. Eventually, if a player is forced or pressured often enouth into having a character do things that don't mesh with the characters' world view (which often is just a reflection of the player's world view), he or she is likely to become resentful and eventually to make a stand—often in a very dramatic way.

For instance, if a Bane-hating paladin of Bahamut is adventuring in a sea of unaligned mercenaries set on gaining gold and magic, that paladin will absolutely dig in his heels if his fellow adventurers advocate dealing with Bane's followers in order to achieve their goals. If his fellow characters avoid dealing with the minions of Bane but have no compunctions about dealing with other evil creatures, that paladin will become resentful and put the kibosh on this as well.

Good isn't the only alignment prone to this type of behavior. An unaligned rogue can become disenchanted after the fifth job where her group gained no treasure, but saved the kingdom yet again. (Yay?)

Resentment creeps in when the lone good or unaligned character sitting in a sea of opposite-aligned party members feels like he or she has no other choice than to go along with the majority. DMs tend to write stories that they think will appeal to the most

characters, and DMs make assumptions about how characters will react based on that majority. When you have this kind of character alignment mix, it's better to create more possibilities. Craft one or more options that the majority of the group will likely want to follow, and then create at least one that the alignment oddball will think is the best idea.

Most of the tension and arguments experienced with this type of group come about because the oddball character never feels that he or she can affect the group's choice. That player grows frustrated and eventually lashes out feebly over the lack of choice. When offering the group a variety of options, you might see them argue, but you'll also allow the oddball character a chance to say "I told you so" every so often if his or her preferred decision is not the one the group makes.

"Options" don't need to be "opposites." If characters are asked to hunt down a group of bandits who have been murdering travelers, a character who is reluctant to engage the bandits head-on (possibly because he thinks the characters' aren't being told the whole story) can be offered a choice other than coming along or staying home. The rest of the party might be persuaded to delay their assault until an attempt is made to contact the bandits and invite them to parlay, or until survivors of the bandits' attacks can be interviewed directly rather than relying on the baron's version of events. Encourage the player who's not on board with the group's plan to think up creative alternatives that don't leave everyone at loggerheads.

Make It Personal

Although alignment is a perfectly fine tool for creating some aspects of a morality play in your game, you have a more direct and more effective way to challenge characters in the moral sphere: relationships. As a general rule, personal relationships are important to people—even fictional people. When a character comes off as flat in a work of fiction, it's often because that character lacks strong personal relationships or those relationships seem shallow or wooden.

Recurring characters—both allies and enemies—create a personal connection within the game world and also provide excellent opportunities for a morality play. Good first reactions have a better chance of creating friendships, and friendships, once entered into, are not discarded lightly. Most of us, when we decide that we like a person, overlook that person's foibles and mistakes. None of us are perfect, after all. This is also true for adventurers. The local guildmaster, high priest, or wizard who has helped the heroes time and time again is often seen in a favorable light, even as evidence piles up that the ally has some grievous flaws. When the ally is accused of murder, adventurers often rally to the defense of the accused and seek to prove the ally's innocence. Great adventures have been written with the assumption that a favorite ally of the adventurers didn't commit the horrid act and the adventurers must prove it.

But what if the adventurers' ally did do it?

The first step in creating such a story is to build a history with that character. Session after session of portraying an ally as a helpful and even virtuous person is a good way to start. The character doesn't need to be a saint. You can hint at a darker time in the character's earlier years, if you also create an impression that the character is trying to atone for whatever crimes he might have committed in the past. Keep those hints subtle. Most players are constantly on guard for skullduggery, and their paranoid nature can take hold at the slightest sign of trouble. Because of that, it's better to not let on that the person they like and trust has a hidden dark side.

A character who appears too good to be true can set off the same alarms, but fantasy games tend to deal in stereotypes, so players are unlikely to get suspicious if you stick to established archetypes.

When the heroes come to this person's aid, they can discover that he or she is guilty, and then the heroes must decide what to do. Even in a role-playing game, people have a hard time throwing their friends under the bus, especially if the friend in question also has potential future value. Imagine the guildmaster who goes out of her way to make sure that the characters gain the magic items they want, or who secures information about the strengths and weaknesses of the main enemies the characters are crusading against, or who is the father, brother, or best friend of one of the characters. It can be hard for heroes to supply evidence of an ally's guilt when they might also be able to find a way to release the ally and help her turn away from evil.

If you want to thicken the plot a little, make it possible for the heroes to prove their ally's innocence. Then let them discover later that they were wrong. Maybe the guildmaster really is an evil genius who used the heroes to frame a patsy. Maybe the heroes saw only the connections that they wanted to see. They might discover that confronting the guildmaster or warning the authorities gets much more difficult after a verdict has been reached, especially

if they were instrumental in the trial or if their new evidence makes them look complicit in the crime.

In the end, moral challenges are all about choices: hard choices, choices where assumptions are challenged, and choices that involve picking the lesser of two evils. Roleplaying games tend to make sweeping moral assumptions, and those assumptions can be highly simplistic. You can embrace those assumptions and run a game that is entirely black-and-white, or you can refine them and run a campaign with many shades of gray.

The choice you make won't have much effect on how combat encounters play out, but it can have major repercussions in adventures overall. The key is finding out how deeply your players are willing to ponder the moral dimensions of their characters' actions, and then giving them the degree of moral choice that they find challenging, interesting, and entertaining.

Mailbag

This month's question comes not from the Save My Game online group but from players who find me at shows or who send me email and Facebook messages. If you have a question, feel free to track me down by hook or by crook, but the best method is the Save My Game group.

Going into Business

I just gave my characters a lair within the Chaos Scar (as suggested in The Lost Library), and they've decided they want to start a business. They're talking about opening up a distillery to gain some extra income, or maybe brew potions. On the one hand, I really like the idea of them taking this extra initiative and having a reason for characters not to be on adventure when players don't show up. On the other, I'm not sure how I should go about this. I figure some set cost they should put into making the distillery, then they can make potions at 80% cost? Maybe subtract some of the treasure from adventures to give them income from this? Any ideas?

—Kevin, DM to the Entrepreneur

I think you have the right idea and are making a good start. It's always a pleasure when players take the initiative and try to do things that make the game world their own. And it is always a challenge to figure out how to deal with such initiative.

If they want to make a potion distillery, then reducing a percentage of their treasure is a fine idea. If they figure out that's what you are doing, however, they might find the endeavor a tad pointless.

Instead, you might want to assess the characters an up-front cost of as little as 100 gp and count that startup cost against their potion production in the beginning. Then let them produce potions at 75% to 80% of cost, but don't reduce their treasure in any way. This makes their treasure curve a little higher than standard, but unless they are drinking potions like water, the impact on their wealth will be minor.

Later, think about upkeep of their facility in an active way. Running a potion factory will draw attention from jealous nonplayer characters (or creatures) that covet such an operation for their own nefarious purposes. When you design a hold-and-defend adventure around the distillery, reduce its treasure payout. This way, the players can see the resulting situation as a price of doing business rather than as a tax on their initiative.

In the end, the treasure should balance out, or at least the reduction in their total gain will be balanced by an exciting and interesting adventure that helps to root their characters in the world. That's much more rewarding than achieving economic balance through a straight-up treasure tax.

About the Author

Stephen Radney-MacFarland is a game designer living large in the Seattle area. He was a developer for D&D 4th Edition, a content developer for 3rd Edition organized play, and he has taught game design for the past three years. Stephen currently works at Paizo Publishing as a designer for the *Pathfinder* Roleplaying Game, writes "Save My Game," and works on the occasional D&D product. He also runs more games than his wife would prefer.

NPC Stories

Tavern Regulars

By Matt Sernett ✦ Illustration by Bernadette Carstensen

Everyone has a story—and so can every character in your Dungeons & Dragons® *game.*

If you're hoping to get more roleplaying in your games or just looking for ways to liven up a session, invest a little time in your nonplayer characters. Even background characters can be interesting. A couple of sentences or a few notes can give you great roleplaying material and provide the players with a reason to chat with the person next to their heroes at the bar.

This article provides a full cast of characters for your heroes' next foray into a tavern. Use them as they are, or allow them to serve as inspiration for your own ideas. Each character has a story, and it might or might not feed into an encounter or adventure. Of course, it's unlikely that the heroes will talk to all the people in the tavern, but knowing a little something about each one gives you a basis for roleplaying. Then, when the inevitable tavern brawl breaks out, you can liven up that great D&D tradition with some unique moments.

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Earl Wainwright, Human Gambler

Earl sits at the far end of the bar, drinking heavily to build up his courage. He owes a great deal of money to some very bad people due to some poor bets. The amount is so great that he can't possibly pay it back, and the bad people know that. In payment for his debt, they've told him he must steal a sacred sword from the local temple of Pelor. The deadline for the deed is noon tomorrow, so Earl plans to steal the sword tonight—after a few more drinks.

Thadius Morkoth, Lovestruck Half-Elf

Thadius sits in a corner booth, drawing on a table covered with spilled ale. His fingertip art alternates between heart symbols, the name "Farah," and a rough map of a noble's home. Thadius is deeply in love with Farah Nightheart, a daughter of a local noble. Farah's father has promised her hand to a noble son in a nearby town, thus ensuring peace between their families—and through their influence, between the two towns. Thadius is planning to break into the noble's walled home to free Farah so he can elope with her, but he needs to figure out how to deal with the guards, the dogs, and the statues that are supposed to be magical.

Breena Tinwhistle, Gnome Former Shopkeeper

Breena has run a tinsmith's store and repair shop in the same location for years, but recently her business began declining because of a large general store owned by Gart Thorver, who started competing with her by doing tinwork. Breena suspected for a while that Gart was trying to run her out of business, and her suspicions were confirmed when Gart bought her building and raised the rent too high for her to pay. Just this day, she has made the decision to close up shop and move on, and she's having a drink with some commiserating friends when Gart unwittingly walks through the tavern doors. Now Breena's eyes are boring into the back of his head, and her knuckles are white as she grips her tankard.

Gart Thorver, Human Merchant

Gart Thorver is a friendly and affable man, but he is ruthless when it comes to business. He has just concluded a deal to sell more tools and materials for a road-building project, and he has come in for a celebratory drink with his mistress, who works as a server here, before heading home for dinner with his wife and kids. Gart doesn't see his mistress when he looks around the room, so he sidles up to the bar to see if she shows up while he has an ale.

Artin Whitehammer, Dwarf Engineer

Artin is the lead engineer on a local road project that would put a permanent road through a nearby marsh. The road would shave days of travel time off the caravan route to another town, thereby increasing trade for both (but also providing for army movements, a fact that hasn't escaped the leaders of the other town). A recent spate of "accidents" has slowed the project, and a few days ago an entire work crew disappeared on the way to the marsh. Artin thought the issue would be resolved with the arrest of an elf witch he accused, but the elf female was released soon thereafter—apparently innocent. Artin is preoccupied with his problem and who might be causing it, giving little thought to what's going on around him.

Carver, Geb, and Durn, Drinking Buddies

These three friends are on a bender and are trying to rein it in after getting kicked out of one tavern for rowdiness. Geb is trying to get his dwarf brother, Durn, to drink elven wine instead of ale—because it's "calming." Durn is happy to drink just about anything he can get his hands on but doesn't "go in for that weak berry water." Carver, a human, has turned morose over his drink because through his blurred vision he recognizes this as the place where he met his last girlfriend. She recently broke up with him because she met some half-elf artist.

Grundbar Longwhiskers, Dwarf Miner

Grundbar recently won a contract to operate a silver mine in the nearby hills. He has one problem, though: A tribe of primitive goblins is already mining his claim. Locals know the goblins as the Glintblades because they use the silver from the mine to make the points of their arrows and spears. Grundbar's contract stipulates that he has to find a way to parlay with the goblins or remove them from the mine. Grundbar can't imagine working with the "filthy savages," so he wants to hire mercenaries. Since he has no experience in doing so, he hopes to talk to mercenaries or merchants so that he can learn how much he might have to pay.

Sailors and Thieves

A dozen human and halfling sailors on shore leave are having a rowdy dinner at the center tables, frequently shouting for more food and drinks. Three of them—Dannad One-Eye, Ander Slipknot, and Peg-Leg Gregg—plan on committing a little larceny while in town. They hope to sail away before anyone is the wiser, but they plan on using their boisterous and increasingly inebriated companions as alibis if they need to. They want to hit a location that has a lot of money or expensive items—a temple or a noble's residence—but they are wasting time in a whispered argument about which place to target.

Brandis, Human Executioner and Torturer

Brandis works in the dungeon as a torturer and executioner. It's not a job most people can do, but Brandis assuages what little guilt he feels with the idea that he's punishing only the guilty. Unfortunately for him, someone he tortured was proven innocent and released. And now, as the heroes spend time in the tavern, that person walks in and sits near Brandis. Brandis wears a mask when doing his job, and no one outside the castle knows he is the torturer, but he fears that the innocent elf might recognize his voice if he speaks and then look for revenge. Brandis wants to finish his meal and leave without talking.

Dara, Elf Wise Woman

Dara lived in the nearby marsh, helping those who came to her for herbal remedies and advice. Several days ago she was accused of sabotaging the project to build a road through the marshland, and the local lord's soldiers rounded her up and brought her to the dungeon, where she was tortured. Evidence pointed to the use of magic in some of the worksite's "accidents," and Dara had opposed the road as an invasion of the marshland. Some of Dara's friends and patrons came to her defense, giving Dara an ironclad alibi and vouching for her inability to perform magic, and the elf was subsequently released. Now Dara has come into the tavern, hoping to learn who accused her and to hear rumors about who might really be behind the problems. She limps up to the bar and takes a seat to start her inquiries there.

Balasar, Dragonborn Apprentice Wizard

Balasar is sitting in a curtained booth, trying to ignore the rowdy patrons of the bar and concentrate on a map he "borrowed" from his instructor. The script on the map is written in an old form of Elven that is easily comprehended by someone who speaks that language, but Balasar has a poor grasp of it. He doesn't show the writing to anyone else because he believes it points the way to a place that holds valuable and powerful magic treasures. However, the words on the map also speak of the dangers of the magic items and urge that the site be protected from intrusion.

Eliza Turnstone, Human Termagant

Eliza is looking for her husband, who is late for dinner—again. Shrewish and hot-tempered, Eliza has the look of a woman on the hunt. She boldly stands in the center of the room and shouts for her husband to come out of hiding. If any people laugh at her ranting, she reflexively accuses them of helping her husband escape her.

Rovios and Nadia, Human Barkeep and Cook

Usually a jovial man happy to see his business bustling, Rovios is at his wit's end. His server hasn't shown up for work, and the dishwasher he sent to look for her has been gone for hours. His cook, Nadia, is on the verge of quitting in a kitchen where the dishes are stacking up. She was already disgruntled after she found out she is being paid less than the previous cook, and the busy night is running her ragged. Rovios is grateful to the patrons who seem content to nurse a drink, apologetic to those whose dinners are being delayed, and obsequious to the rowdy sailors who are giving him most of his business—all as quickly as possible. To make matters worse, his thoughts keep returning to the puzzle of something his server said yesterday about "getting someone on the watch to deal with the stray dogs that howl in that warehouse."

Alek and Shiela Wanbrick, Human Couple

Alek and Shiela came in for a quiet dinner, but it hasn't worked out that way. The rowdy sailors and the slow service are annoying Alek, and Shiela is trying to either calm him down or convince him to leave. Stressed from being bossed around in his job at the temple of Pelor, Alek finds it unjust that he and his wife should be compelled to leave. He wants to give the sailors a piece of his mind. Sheila has found out she's pregnant and wants to tell Alek, but not while he's so angry.

Thom Little, Human Fugitive

Thom sits in a corner in a hooded cloak, hoping no one will recognize him. As a captured and convicted criminal, he was recently sent along with other prisoners to work on the road project in the marsh. While they were en route, werewolves ambushed them in the woods. Only Thom escaped alive. Thom wants to warn someone about the werewolves, but he doesn't want to go back to prison. To make matters worse, he was bitten by one of the werewolves, and he worries that if others know that, they'll think he has been cursed with lycanthropy.

About the Author

Matt Sernett is a writer and game designer for Wizards of the Coast who has worked on the Dungeons & Dragons® and Magic: The Gathering® games. Recent credits include *Monster Vault*™, the *Neverwinter*™ *Campaign Setting*, and *Scars of Mirrodin*™. When he's not making monsters or building worlds, he's watching bad fantasy movies you don't realize exist and shouldn't bother to learn about.

The Demonomicon of Iggwilv

Juiblex, the Faceless Lord

By Robert J. Schwalb ✦ Illustrations by Craig J. Spearing

"How can I bear it any longer? This affliction, this plague I have held undisclosed for so long. My body is no longer my own. Something horrific grips it. A disease? A curse? I do not know. I am too afraid to seek help, too afraid of what horror might be revealed. Thus I have kept my terrible secret, enduring aching pain and racing heart as my mind grapples with my body's doom.

"I yearn for comfort, crave understanding or help, wish for anything to ease my despair. But to whom can I turn? Who could understand? I brought this on myself, I realize. I delved where I should not have, learned what no mortal should know, sampled what the gods have rightly forbidden. No. No one can understand my suffering.

"I fear it can't be long now. The corruption in my flesh spreads. I remember the first spot, a glistening mass, a blister really, on my belly. I used a knife to slice out the filth. In only a few weeks it appeared again. I fought a losing battle—the cuts are never enough to purge the cancer from me. Now it's everywhere, spread across my scars, its pollution creeping down my legs and arms, clawing up my neck to my face. I remember when the mere sight sent me into a screaming fit. Now, only resignation remains when I look upon the jellied horror that has replaced my skin and my features.

"My ruined body is awful enough, but not even sleep can relieve my agony. The night brings terror. I find myself in a dark and wet place, a slippery, noisome chamber, a sewer of slithering things, bubbling and gushing in the foul darkness. I am not alone. Another presence looms there—a shifting, burbling mass of skin and fluid, a vile, shadowy creature that makes itself known with its burning caresses. It never speaks, but I know it masters me. I am a slave to its unclean adoration. This Faceless Lord holds me close, like a babe to a mother, and offers its pestilential succor to speed my apotheosis, my awakening into one of its cherished brood."

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Indescribable Darkness

FROM THE DEMONOMICON OF IGGWILV

Undoubtedly, few denizens in the Abyss equal, in the horror they evoke or in the hideousness of their forms, the corrupt majesty of the Faceless Lord. In the gloom that enshrouds his realm, he holds court over the glistening masses, the twitching oozes he sires. Juiblex is deemed a lesser figure in abyssal hierarchy, judged Lord of Nothing by his peers. However, in my research, I have plumbed the foul mire to examine the full darkness that is this disturbing fiend. Juiblex is a power defined by incremental advances, a being whose wickedness flows slowly but inexorably toward an unspeakable end, which troubles even this writer.

The horrors the Abyss disgorges are without number, and no limit restricts the disquieting forms that its spawn, demons, can take. Easily the most disgusting master to claim dominion over the tainted host is the creature known as Juiblex, He Who Slithers, the Unnameable One, Glistener, Indescribable Darkness, and Slick of Foulest Humors. Juiblex is a dark stain on the Abyss, a horrid monster whose shape and aura are repulsive, and whose mind conforms to no expectation. The Formless One is hideous even to his peers, who dismiss him as Master of Nothing. Behind their jeering mockery and callous dismissal is genuine fear. Juiblex is inscrutable, strange, and alien, even by demonic standards.

Lore

Arcana DC 39: Juiblex's greatest strength lies in how easily others misjudge his power. Nearly all demonologists rank him among the least of the demon lords. He is a minor figure who, if discussed at all, is included as a footnote, a nemesis of his archrival, the bloated Zuggtmoy, Queen of Rot. Juiblex has yet to turn his ponderous gaze in any significant way toward the mortal world. He has never emerged from the Slime Pits of Shedaklah to wage war against his enemies, and has, to all outward appearances, remained content to fester in his own filthy domain.

A few demon lords have come close to ferreting out the truth about Juiblex. Dagon and Pazuzu suspect the Faceless Lord was once a powerful obyrith whom Tharizdun shattered during the early tumult surrounding the formation of the Abyss. Since this fall, Dagon and Pazuzu believe, Juiblex has ceded more and more of his influence, until he now teeters on dissolution's brink. Both demon lords are right in thinking Juiblex is ancient, yet they are as mistaken in supposing he is a fallen obyrith as they are wrong about his decline.

The Faceless Lord was the infection in the Elemental Chaos's wound, a mass of fluid and solids stirred into awareness when Tharizdun lodged the seed of evil into the entropic plane. Juiblex welled up like black blood, a festering mass, screeching and roaring with the obscene knowledge rushing into his mind. When the obyriths tumbled out of their dying world, Juiblex retreated, slithering away from the imminent conflict between mad god and fiendish invaders to come to grips with his new existence and grander purpose.

For the long age of devastation wrought by the dark god's crusade against obyrith forces, Juiblex dripped into the open sore that was becoming the Abyss, stirring to consciousness the very elements, spawning new breeds of jellied, slippery, glistening horrors wherever he crawled. Deeper and deeper flowed Juiblex, until he pooled in the tangled depths where he could reflect without disturbance on his dread home and his place in it.

Unspeakable Knowledge

Juiblex witnessed the formation of the Abyss. He saw the obyriths emerge from their nether realm to pollute the Elemental Chaos, and he beheld the final struggle between Tharizdun and those most ancient of demons. Juiblex knows the true name of each obyrith. He has an intuitive understanding of each one's ambitions. This knowledge makes Juiblex one of the few who comprehends the true purpose of the Abyss.

Lord of Nothing

Other demon lords have little respect and even less use for the Faceless Lord. His shape is unfixed, his aspect is hideous, and his nature reflects the corruption responsible for the creation of the Abyss. His loathsome appearance aside, Juiblex contributes nothing to struggles in and for the Abyss, making efforts neither during the Dawn War nor throughout the ascendancy of the Queen of Chaos. Not even during the Blood War's earliest clashes, when Asmodeus fell from grace and claimed a sliver of the shard of evil, did He Who Slithers show himself.

Juiblex makes no alliances and fights no wars. Envoys travel to his blighted realm and are never seen again. He in no way protests Zuggtmoy's greed when she sinks her fungoid feelers deeper into the abyssal layer they share. Only the slimes and oozes that populate his realm truly interest the Fetid Prince. They quiver with something akin to pleasure when the Faceless Lord is near, writhing whenever he passes. Juiblex might be a demon lord, but what he claims as his dominion is nothing anyone else could ever want.

Juiblex **Level 26 Solo Soldier**
Huge elemental magical beast (demon, ooze) **XP 45,000**
HP 968; **Bloodied** 484 **Initiative** +20
AC 42, **Fortitude** 40, **Reflex** 38, **Will** 36 **Perception** +24
Speed 6, climb 6, swim 6 Darkvision
Immune acid, disease, surprised; **Resist** 20 poison
Saving Throws +5; **Action Points** 2

Traits

☼ **Fetid Horror** (psychic) ✦ **Aura** 2
Any enemy that ends its turn in the aura takes 15 psychic damage and is slowed until the end of its next turn.

All-Around Vision
Enemies can't gain combat advantage by flanking Juiblex.

Ooze
While squeezing, Juiblex moves at full speed rather than half speed, he doesn't take the -5 penalty to attack rolls, and he doesn't grant combat advantage for squeezing.

Instinctive Shudders
On an initiative count of 10 + his initiative check, Juiblex can use a free action to use *heaving mass*. If he cannot use a free action to make this attack due to an effect or condition, then that effect or condition ends instead.

Standard Actions

⊕ **Corroding Grasp** (acid) ✦ **At-Will**
Attack: Melee 3 (one creature); +29 vs. Reflex
Hit: 2d8 + 10 acid damage, and the target is grabbed (escape DC 34) if Juiblex is grabbing fewer than four creatures. Until the grab ends, the target takes ongoing 15 acid damage, and whenever Juiblex moves, he automatically pulls the target with him.

✧ **Heaving Mass** (acid) ✦ **At-Will**
Attack: Close burst 1 (creatures in the burst); +29 vs. Fortitude
Hit: 2d12 + 21 acid damage. If Juiblex has the target grabbed, it takes 10 extra acid damage.

✧ **Flowing Slime** (acid) ✦ **Recharge** when Juiblex uses *towering slime*
Attack: Close burst 3 (creatures in the burst); +29 vs. Reflex
Hit: 2d12 + 10 acid damage, and Juiblex pulls the target up to 2 squares. It is then grabbed (escape DC 34) if Juiblex is grabbing fewer than four creatures. Until the grab ends, the target takes ongoing 15 acid damage, and whenever Juiblex moves, he automatically pulls the target with him.
Miss: Half damage, and Juiblex pulls the target up to 2 squares.

✧ **Towering Slime** (acid) ✦ **Recharge** when Juiblex uses *flowing slime*
Attack: Close blast 5 (creatures in the blast); +29 vs. Fortitude
Hit: 3d12 + 15 acid damage, and Juiblex knocks the target prone.
Effect: Juiblex shifts up to 6 squares to a square adjacent to the blast. During the shift, Juiblex can move through enemies' spaces, dealing 10 acid damage to an enemy the first time he enters that enemy's space.

✣ **Burning Excretion** (acid) ✦ **At-Will**
Attack: Area burst 2 within 20 (creatures in the burst); +29 vs. Reflex
Hit: 2d12 + 16 acid damage, and the target is blinded until the end of Juiblex's next turn. Juiblex also knocks the target prone.

Spawn Ooze Scion ✦ At-Will
Requirement: No ooze scions are in play, and Juiblex is not bloodied.
Effect: Juiblex takes 100 damage. Six ooze scions then appear in different unoccupied squares within 5 squares of Juiblex. These ooze scions act on the same initiative count as Juiblex, but immediately after it.

Move Actions

Oozing Advance ✦ At-Will
Effect: Juiblex shifts up to his speed.

Triggered Actions

↯ **Shuddering Rebuke ✦ At-Will**
Trigger: An enemy adjacent to Juiblex hits him with a melee attack.
Effect (Immediate Reaction): Juiblex uses *corroding grasp* against the triggering enemy.

Variable Resistance ✦ 2/Encounter
Trigger: Juiblex takes cold, fire, lightning, or thunder damage.
Effect (Free Action): Juiblex gains resist 20 to the triggering damage type until the end of the encounter or until he uses *variable resistance* again.

Skills Arcana +25, History +25, Intimidate +22, Stealth +23
Str 30 (+23) **Dex** 21 (+18) **Wis** 23 (+19)
Con 26 (+21) **Int** 25 (+20) **Cha** 19 (+17)
Alignment chaotic evil **Languages** Abyssal

A Patient Master

With scorn comes lack of attention. To other lords of the Abyss, conquering Juiblex's meager holdings is not worth the effort. Zuggtmoy's realm hides and shields Juiblex's, and the Lady of Decay cannot be moved to drive off her rival. This out-of-sight, out-of-mind state is exactly what Juiblex requires. It allows him to act with impunity, without fearing reprisals or aggression from his notorious peers.

Juiblex is the raw essence of the Elemental Chaos, which the seed of evil awakened to obscene malevolence. He is a subtle foe, a careful and scheming monster whose vast intellect proves able to reach distant objectives by manipulating the bodies and dim minds of his countless servants. His thralls are slimes and puddings, jellies and gelatinous masses, all populating the darkest regions across the planes. Juiblex needs only to focus his power, and these thralls obey his every command.

With Juiblex's servants already found in every corner of existence they can possibly inhabit, one might wonder why the Glistener has yet to rouse his armies and seize the world. In truth, he has more servants than he can command. He cannot divide his attention to direct them all at once, at least not yet. He waits, patiently accumulating his power and breeding new horrors for the day when he can claim what he believes is his due. When he does, the cosmos is doomed to drown in his putrescence.

Description

The Faceless Lord is an apt moniker for Juiblex. He has no set form, and he drifts between different shapes and sizes with ease. He might stretch himself out in a filthy, bubbling pool or gather himself up in a swaying tower only to crash down, with a great splash,

into a vile mound. Dimpling the thin, oily epidermis containing his vile fluids are red, winking eyes. When opened, they weep sludgy black tears that dry in a crust across his heaving body. Juiblex's hide is an unhealthy mixture of hues—browns, greens, yellows, and grays—streaked with black.

Ooze Scion	Level 26 Minion Brute
Medium elemental beast (blind, ooze)	XP —
HP 1; a missed attack never damages a minion.	**Initiative** +19
AC 38, **Fortitude** 40, **Reflex** 38, **Will** 36	**Perception** +18
Speed 6, climb 6 (spider climb)	Blind, blindsight 20
Immune acid, blinded, disease, gaze effects, poison	
Traits	
Ooze	
While squeezing, the ooze moves at full speed rather than half speed, it doesn't take the -5 penalty to attack rolls, and it doesn't grant combat advantage for squeezing.	
Standard Actions	
ⓘ **Corrosive Slam** (acid) ✦ **At-Will**	
Attack: Melee 1 (one creature); +29 vs. Reflex	
Hit: 17 acid damage, and the target gains vulnerable 10 acid until the end of the scion's next turn.	
Move Actions	
Flowing Slick ✦ **At-Will**	
Effect: The scion shifts up to its speed.	
Triggered Actions	
Split ✦ **Encounter**	
Trigger: The scion takes damage from an attack.	
Effect (No Action): Roll a d20. On an 11 or higher, the damage is reduced to 0. Then a new ooze scion appears in an unoccupied square adjacent to this scion. The new scion acts act on the same initiative count as this scion, but immediately after it.	
Str 28 (+22) **Dex** 23 (+19) **Wis** 20 (+18)	
Con 26 (+21) **Int** 3 (+9) **Cha** 3 (+9)	
Alignment chaotic evil **Languages** —	

Encounters

An endless variety of oozes and wretched demons populate the tunnels leading into the gloomy chamber where Juiblex makes his home. Enemies that venture into these corridors must face such monsters in numbers beyond counting and without relent. The oozes fight with strange cunning and persistence that can shock the unprepared. Juiblex directs his underlings with a chess master's skill. If a powerful foe breaches these defenses, he or she finds the demon lord in his noxious lair, a vast, slimy chamber. The room's walls are slick with Juiblex's ghastly host, spewing their corruption to mingle it with the Glistener's exudations.

Juiblex in Combat

At first, Juiblex seems to be a flowing mass or an enormous slick, until he gathers himself into a cone-like pillar of sticky flesh and dripping fluids. For a moment, the slimy tower wavers, and then it crashes down with avalanche force. Juiblex spreads his gooey body as far as he can, crushing all in his path. That done, he contracts again, rising up for another attack.

Juiblex revels in pain and destruction. He snatches enemies from around him, dragging them into his mass, opening reddish eyes to watch such unfortunates liquefy. Those who try to fly out of reach quickly learn their error. Juiblex squirts streams of blinding acid at such foes and rumbles with demonic mirth when they hurtle to the ground. He permits no escape from his sanctum.

Aspect of Juiblex

Unlike most demon lords, Juiblex employs no true aspect to deal with mortal subjects. Spending the energy to create such a servant seems pointless to him, given the rarity of his mortal cults and the mindlessness of his preferred servants. If he needs to commune with a sentient lackey, he imposes his will on an ooze near such a thrall and manipulates the ooze as if it were a puppet. Juiblex cults keep powerful oozes as pets just for this purpose. While Juiblex possesses an ooze, the creature takes on Juiblex's coloration and red eyes. It also gains the following template.

Prerequisite: Ooze

Special: If the ooze is already an elite or a solo creature, then add the template but don't change the ooze's hit points, immunities, saving throw bonus, or action points.

Aspect of Juiblex (demon)	Elite Brute (Leader) XP Elite
HP +10 per level + Constitution score	
Speed +2	
Senses darkvision	
Immune acid	
Saving Throws +2; **Action Points** 1	
Traits	
☼ **Fetid Horror** (psychic) ✦ **Aura** 2	
Any enemy that ends its turn in the aura takes 5 psychic damage per tier and is slowed until the end of its next turn.	
All-Around Vision	
Enemies can't gain combat advantage by flanking the aspect of Juiblex.	
Standard Actions	
✧ **Compel Ooze** ✦ **At-Will**	
Effect: Close burst 5 (one or two oozes in the burst). Each target takes a standard action as a free action.	
Solo: A solo aspect of Juiblex can target up to four oozes.	
Triggered Actions	
Variable Resistance ✦ **1/Encounter per tier**	
Trigger: The aspect of Juiblex takes cold, fire, lightning, or thunder damage.	
Effect (Free Action): The aspect of Juiblex gains resist 5 per tier to the triggering damage type until the end of the encounter or until it uses *variable resistance* again.	

Darkness Given Hunger

Juiblex rarely recruits demon servitors. Instead, he depends on oozes to represent him wherever he wishes. He also presses into slavery demons that his oozes trap or consume, giving rise to intelligent demonic oozes subject to his will. The greatest of these is Juiblex's favored servant, the monstrosity known as Darkness Given Hunger.

Lore

Arcana DC 36: Countless slippery horrors haunt the Slime Pits. Next to Juiblex, the mightiest is one known as Darkness Given Hunger. Grown fat from ever feeding its insatiable appetite, this ponderous black mass acts with malign intelligence, a cunning gained from the demonic essence locked inside its tarlike body. Unhinged demonologists claim this fiend was once a hezrou, a miserable beast that lost its way and fell afoul of Juiblex's unwholesome attentions. The hezrou's body and mind dissolved into a black pudding, becoming something worse than the demon or ooze could ever be separately.

Darkness Given Hunger — **Level 24 Elite Brute**
Huge elemental magical beast (blind, demon, ooze) — XP 12,100

HP 280; **Bloodied** 140 — **Initiative** +17
AC 36, **Fortitude** 38, **Reflex** 34, **Will** 36 — **Perception** +19
Speed 4, climb 3 — Blind, blindsight 20
Immune blinded, gaze effects; **Resist** 20 acid
Saving Throws +2; **Action Points** 1

Traits

☼ **Horrific Stench** (poison) ✦ **Aura** 2
Any enemy that uses an attack power while in the aura takes 10 poison damage, or 20 poison damage while the ooze is bloodied.

Ooze
While squeezing, the ooze moves at full speed rather than half speed, it doesn't take the -5 penalty to attack rolls, and it doesn't grant combat advantage for squeezing.

Standard Actions

⨁ **Slam** (acid) ✦ **At-Will**
Attack: Melee 2 (one creature); +29 vs. AC
Hit: 3d12 + 21 acid damage.
Effect: The ooze shifts up to its speed.

✧ **Engulfing Darkness** (acid) ✦ **At-Will**
Attack: Close blast 5 (creatures in the blast); +27 vs. Reflex
Hit: 2d12 + 11 acid damage, the ooze pulls the target up to 4 squares, and the target is grabbed (escape DC 28).

Melt (acid) ✦ **At-Will**
Effect: One creature grabbed by the ooze takes 4d12 + 22 acid damage and loses a healing surge. If the target has no healing surges, it takes 30 extra acid damage.

Triggered Actions

Variable Resistance ✦ 2/Encounter
Trigger: The ooze takes cold, fire, lightning, or thunder damage.
Effect (Free Action): The ooze gains resist 20 to the triggering damage type until the end of the encounter or until it uses *variable resistance* again.

Demonic Rebirth ✦ Encounter
Trigger: The ooze drops to 0 hit points.
Effect (No Action): The ooze is destroyed, and an enraged hezrou appears in its space and uses *slam* as a free action. It then rolls initiative and acts on its turn.

Str 28 (+21)	**Dex** 21 (+17)	**Wis** 24 (+19)
Con 30 (+22)	**Int** 8 (+11)	**Cha** 16 (+15)

Alignment chaotic evil **Languages** Abyssal

Enraged Hezrou — **Level 24 Brute**
Large elemental humanoid (demon) — XP –

HP 278; **Bloodied** 139 — **Initiative** +19
AC 36, **Fortitude** 38, **Reflex** 35, **Will** 35 — **Perception** +19
Speed 6 — Darkvision

Traits

☼ **Noxious Stench** (poison) ✦ **Aura** 2
Any enemy that uses an attack power while in the aura takes 10 poison damage, or 20 poison damage while the hezrou is bloodied.

Standard Actions

⨁ **Slam ✦ At-Will**
Attack: Melee 2 (one creature); +29 vs. AC
Hit: 4d10 + 13 damage.

Bite ✦ Recharge ⚅⚄⚃
Attack: Melee 2 (one creature); +29 vs. AC
Hit: 6d12 + 16 damage.

Triggered Actions

Variable Resistance ✦ 2/Encounter
Trigger: The hezrou takes acid, cold, fire, lightning, or thunder damage.
Effect (Free Action): The hezrou gains resist 20 to the triggering damage type until the end of the encounter or until it uses *variable resistance* again.

Str 30 (+22)	**Dex** 25 (+19)	**Wis** 25 (+19)
Con 28 (+21)	**Int** 8 (+11)	**Cha** 18 (+16)

Alignment chaotic evil **Languages** Abyssal

Slime Pits of Shedaklah

FROM THE DEMONOMICON OF IGGWILV

The sewer of the Abyss, Shedaklah, offers little to the abyssal traveler. It is a place slick with rot, its undulating hills speckled with all manner of deadly smuts and rusts, puffballs and fungal forests, and pools of poisonous slime. Its sky shudders and rumbles, full of brown clouds swollen with corruption. Deadly horrors wait here, to be sure, but what I have revealed is only the surface, a colorful mold growing on the back of a rancid pile. It is within the stinking caverns underneath this decay that one can find Juiblex and his slimy seas.

Two demonic powers have staked claims on Shedaklah, the 222nd layer of the Abyss. Zuggtmoy, Queen of Fungi, commands the surface and shapes her domain to resemble her hideous form. The soil in which her creations hide covers the deep tunnels and cavernous chambers that house the Faceless Lord and his armies. Zuggtmoy might claim dominance here, mocking her rival for retreating into the earth, but it's telling that she has yet to find the courage to descend into his grotto and face him.

Others have named Juiblex's kingdom the Slime Pits—it is indeed made up of sinkholes in the plane's bowels, filled with all sorts of slimes and similar creatures. Lesser oozes, which are a threat only in great numbers to seasoned adventurers, coat the upper passages. The deeper into the reeking pits one travels, the more terrifying and cunning the oozes become, until no mistake can be made about their sentience and demonic nature.

History

Those interested in the subject suggest that Juiblex has been on the losing end of his contests with the Queen of Fungi. Why else would he consent to being imprisoned in his subsurface realm? Why else has he not responded to Zuggtmoy's boasting with his overwhelming forces? The truth might be that Juiblex is not aware of his rival's crowing. His time is spent cultivating his stables and advancing his plans. Zuggtmoy can vomit all the filth she wishes about him—she will one day kneel or die, as will all who stand against Juiblex when the time comes.

Juiblex withdrew to Shedaklah not long after Tharizdun and the obyrith lords called off their feud. He understood the power of the Abyss and drank deep from its fountain, bloating himself with power and knowledge while secluded from the other lords. As other demons rose and fell in their various contests, Juiblex husbanded his power, amassing his servants in readiness for the day when he can rise up from the abyssal depths to spill into the cosmos in a destructive wave.

Features and Terrain

Juiblex and his servants have chewed through the stone and soil to link the deeper chasms in Shedaklah together through a network of damp corridors. Each chasm serves as a breeding pit, where the oozes spawn in an endless cycle, their fecundity filling the pits with so many slimes of so many varieties that the sheer numbers create masses akin to underground lakes. The oldest, Suppurus, is nearly one hundred miles across.

The Faceless Lord does not visit these spawning pools himself. He seizes a lesser ooze and uses that servant to carry his awareness wherever he wishes in his fetid kingdom. His "throne room" stands at the kingdom's center, in a cavern littered with remains resistant to the caustic humors of the room's acidic inhabitants. Juiblex claims a stone pedestal in the center, where his excretions have corroded and streaked the rock. It has become like a crooked finger rising from a churning stew of oozes and other lackeys that have won the favor of the Indescribable Darkness.

Denizens of the Slime Pits

Most demons shun the Faceless Lord, and their fear and revulsion is exactly what Juiblex wants.

Oozes and related creatures are most populous here. One can find slithering monsters, such as ochre jellies and black puddings, green slimes and gelatinous cubes. In most cases, such creatures are bloated with demonic power, larger than their natural world counterparts, and many times fiercer. Rare breeds also dwell here. Blood oozes, elemental oozes, bone collectors, and even terrifying primeval oozes lurk in the deepest depths. No larger gathering of Juiblex's population can be found anywhere.

Though they are not numerous, other types of demons sometimes choose to reside here. The Slime Pits attract those who value anarchy and anonymity above all else, because Juiblex pays so little attention. Hezrous croak in the still gloom of the upper chambers, while chasmes feast on the waste pooling in the corridors. Pod demons gather in small colonies, herding oozes, while rupture demons of all sizes hide here and there.

The most wretched denizens are mortals who bound themselves into Juiblex's service. It takes a particularly depraved person to seek out the Faceless Lord, and most who do so suffer terrible afflictions that lead to madness. Mortals, looking for relief from misery, can be lured into cults that offer prayers and sacrifices to the pestilential demon lord. Those who bind themselves to Juiblex might be drawn, one day, to Shedaklah. Such broken souls slowly dissolve until they are reborn as sentient oozes or gelatinous hybrids doomed to serve Juiblex.

Juiblex's Hordes

The Slick of Foulest Humors has only a passing interest in humanoid creatures. He finds them too willful and timorous to be of much use. Without active recruitment to swell their ranks, his cultists form a small, devoted, and insane society. Only the most crazed and desperate people worship the Faceless Lord. These shattered few think that the Glistener might ease their pain or burn out their minds so that, in insanity, they can endure.

Disease has touched all of Juiblex's non-ooze servants in some way. One might be covered with unsightly growths. Another could have unnatural blisters on the hands and face, or its fingers and toes might be rotted away.

Brutes, skirmishers, and soldiers gain the most from service to Juiblex. The boons he offers augment their powers and help them overcome their foes with poison, acid, and vile plagues. For any servant of Juiblex, consider adding acid and poison resistance or immunity. Also, think about modifying an attack so that it exposes targets to a disease. Appropriate diseases include blinding sickness, cackle fever, shakes, mindfire, and slimy doom (see the *Dungeon Master's Guide for more on these*).

For details on adding a theme to a monster, consult *Demonomicon* or *Dungeon Master's Guide 2*.

Skill Modification: +2 bonus to Stealth.

Attack Powers

The afflictions prevalent among Juiblex's cultists arm such thralls with peculiar and disgusting powers useful for eroding their enemies' defenses and will to fight.

Awakened Plague

A creature carries a disease that has gained awareness and directs the creature to commit wicked acts, spreading its horror to others.

Traits

Awakened Plague (poison)
Whenever this creature has combat advantage against an enemy and hits that enemy with a melee attack, that enemy takes ongoing 5 poison damage per tier and grants combat advantage (save ends both).

Caustic Expulsion

A creature that has this ability is bloated, and it groans with each step. As combat progresses, the creature becomes agitated and eventually spews forth a noxious spray.

Standard Actions

✧ **Caustic Expulsion** (acid) ✦ **Recharge** when first bloodied
Attack: Close blast 3 (creatures in the blast); level + 3 vs. Reflex
Hit: Ongoing 5 acid damage, plus ongoing 5 acid damage per tier, and the target grants combat advantage (save ends all).

Melting Embrace

Some creatures are so afflicted that their humors are akin to acid. If they get a solid grip on an enemy, their fluids can dissolve flesh and bone. This trait is most useful to a creature with an attack that includes a grab, but any creature can try to grab an enemy as a standard action.

Traits

Melting Embrace (acid)

Whenever an enemy ends its turn grabbed by this creature, that enemy takes 5 acid damage per tier and a cumulative -1 penalty to AC (maximum -5) until the end of the encounter.

Sickening Odor

Rot and sickness dog Juiblex's followers wherever they go. This fact can be turned against enemies.

Traits

☼ **Sickening Odor** (poison) ✦ **Aura** 2

When any enemy spends a healing surge while in the aura, that enemy takes 5 poison damage per tier and a -2 penalty to attack rolls until the end of its next turn.

Slime Cysts

Shuddering growths bulge in the creature's flesh, straining against the skin and waiting to be released in a nauseating flood.

Triggered Actions

✧ **Slime Cysts** ✦ **Encounter**

Trigger: The creature is first bloodied.

Attack (No Action): Close blast 3 (creatures in the blast); level + 3 vs. Fortitude

Hit: The creature pushes the target up to 3 squares. The target is then dazed and slowed until the end of its next turn.

Utility Powers

Those polluted by Juiblex learn to survive despite their afflictions. They gain boons by focusing on their corruption and channeling it into something greater. Such boons can be transformative, leading to an even worse fate for these deranged servants.

Flowing Form

A creature blessed with this ability hints at a transformation to come when it flows around and through its enemies. Such creatures move in odd ways, as if their bones are made from jelly.

Move Actions

Flowing Form ✦ **Recharge** ⚄ ⁞⁞

Effect: This creature shifts up to its speed, including through enemy spaces.

Rotting Division

A creature that Juiblex has touched might suffer from a rotting affliction so that its body could fall to pieces at any time. If such a creature sustains significant damage, it flies apart into a swarm of dismembered body parts. Until slain, the creature retains enough coherency to make effective attacks.

Triggered Actions

Rotting Division

Trigger: This creature is first bloodied.

Effect (No Action): Until the end of the encounter, this creature reduces damage from any melee or ranged attack by 5, and it takes 5 extra damage from area and close attacks. It can occupy the same space as another creature, and an enemy can enter its space (unless that space is already occupied by another creature). This creature's space is treated as difficult terrain. The creature cannot be pulled, pushed, or slid by melee or ranged attacks.

About the Author

Robert J. Schwalb is an award-winning game designer who has contributed design to or developed nearly two hundred roleplaying game titles for the Dungeons & Dragons® game, *Warhammer Fantasy Roleplay*, *A Song of Ice and Fire RPG*, *Star Wars RPG*, and the *d20 system*. Some of his recent work for Wizards of the Coast can be found in *D&D Gamma World®: Famine in Far-Go*, the *Dark Sun® Campaign Setting*, and *Monster Manual® 3*. He's also a regular contributor to *Dragon* and *Dungeon* online. For more information about the author, check out his website at *www.robertjschwalb.com*.

PARAGON 11-20

The Devil's Due

An adventure for characters of 17th to 19th level

By John Rossomangno

Illustrations by Wayne England and William O'Connor ✦ Cartography by Mike Schley

"You're saying that you can't rely only on my past record of success? That my history of on-time deliveries does not speak for itself? You need my ship and my soul as surety, too?"

Jedrezz looked apologetic. "I'm sorry, but yes, that is what I'm saying. Were it me . . . well, it isn't. My client believes that the value of the cargo requires more than just a good record of shipping. You do understand, don't you?"

The captain considered the devil's offer. As he'd said, his delivery record did speak for itself. Surely he could manage this. The amount of compensation for the trip was staggering—more than enough to handle his debts—and he had faith in his abilities. Plus, he could take on extra hands to help with any unforeseen dangers. He had been over the paperwork now, and other than this unsettling request, it seemed straightforward. "You understand that I'll take my signing fee immediately?" he asked.

"Of course. I have it with me," the devil said. "Does this mean you accept the terms?"

Captain Aubren locked eyes with the devil. "Yes."

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Synopsis

Captain Graf Aubren has a delivery to make, and if he fails, both his soul and his astral schooner are forfeit. The heroes either need to travel somewhere, or they need work (or both could be true). If they accompany Captain Aubren aboard his ship, *Gleaming Endeavor*, they find that he is an accommodating and fair host. (See "Involving the Heroes" for ways to get the characters on board.)

A few days into the journey, quom raiders ambush the ship, which causes damage to its cargo, and board it to search for fragments of their dead goddess Lakal. When they don't find what they're looking for, the zealots become agitated, and they damage some of the cargo through rough handling, much to Captain Aubren's horror. His reaction might be the characters' first clue that something is amiss.

With the damage done, Jedrezz appears, either to gloat or to encourage the captain to place more at risk. The party can enter the negotiations, engage the devil's agents, or both. (For more information on the business relationship between Captain Aubren and Jedrezz, see the next section.)

"Devil's Due" is an adventure for characters of 17th-19th level."

TREASURE

Specific treasure is not assigned in this adventure. Choose three level 18 parcels appropriate to your campaign. One is on board the quom skiff if the raiders are defeated. Jedrezz can use another as a bargaining chip during negotiations, which you then award to the heroes if they succeed on the skill challenge. The third parcel can either be an award from Captain Aubren, or it can be recovered from the defeated devils in the last encounter.

Background

The captain of the astral ship *Gleaming Endeavor* is not an evil person. In fact, Graf Aubren prides himself on making his deliveries of precious trade goods across the Astral Sea without damage or loss. He has earned a reputation as an honest and scrupulous captain over the years, chiefly by carrying cargo of immense value and importance for influential denizens of the Plane Above. Thus it came as no surprise to him when another customer who spoke highly of Captain Aubren's reputation approached him.

Having dealt with numerous entities from across the planes of existence, the captain felt flattered to be approached by a representative of the Nine Hells. Jedrezz, a smooth-voiced devil representing "a client who would prefer to remain nameless," sought out Graf Aubren in the hope that he would agree to transport goods of great rarity and inestimable value from *Gleaming Endeavor*'s current port of call to a point across the Astral Sea where they would be displayed in a palace of tremendous finery. Considering the value of the cargo and the wealth of its owner, cost was no object. Aubren would be fabulously wealthy at the end of this trip, if all went well.

As he had done many times before, Captain Aubren went over every detail of the transaction with his client. On the verge of closing the deal, Jedrezz apologetically raised the issue of his client requiring further insurance for the cargo. Jedrezz was certain he had found the right captain for the job, but his client was greatly concerned over the statuary, glassware, and other goods, all of which were irreplaceable. According to Jedrezz, the only collateral his client would accept in the event of damage to the treasures—purely as a formality, but essential nonetheless—were Aubren's ship and his soul.

Naturally, Captain Aubren was wary of the devil's stipulation, but Jedrezz insisted that, in light of Captain Aubren's sterling record, the clause would never come into play. He had chosen Aubren specifically because the captain had never lost a cargo. If the captain did not think that he was up to the task, Jedrezz would seek another shipper, but he doubted any other could match Aubren's mastery of the Astral Sea.

The risk in this arrangement was clear, and Captain Aubren considered carefully. But risk had to be weighed against reward, and the reward in this case was extremely generous. Despite his success, Aubren had many debts and obligations. He was no longer young, and after so many years of hardship on the Astral Sea, he was ready to retire in luxury.

So, with a plan charted in his mind, Captain Graf Aubren signed his deal with the devil.

The goods were loaded in short order, under Aubren's watchful eye. Before departing, he intended to reinforce his crew with hardened adventurers who could handle whatever fate threw at them. He didn't expect trouble, but if Jedrezz wanted special insurance, then Aubren wanted some, too. He could afford the extra protection given the amount of money coming his way. In fact, it looked like he couldn't lose.

Jedrezz knew differently. The misfortune devil wasn't in the business of arranging shipments. His only business was acquiring souls, and the subtle

details of his contracts ensured that business would always be good. With a few words to some quom that were seeking fragments of Lakal, he could easily imperil Captain Aubren's cargo.

Involving the Heroes

To experience this adventure, the heroes must travel with Captain Aubren aboard the *Gleaming Endeavor*. This adventure works best when the characters need to cross the Astral Sea for some reason unrelated to Captain Aubren and his cargo, such as a preexisting major quest. Although securing passage might alert them to a possible encounter with raiders, the heroes shouldn't anticipate the involvement of the devil Jedrezz until he appears, or until Captain Aubren reveals his situation to the heroes.

Hitching a Ride: If the heroes need to book passage on a ship for their own reasons, present players with a choice of several generic astral ships currently in port. You are the best judge of what approach attracts the characters. Some players sense a trap and shy away from "the most honest and reputable captain we know." Here are a few ways to steer players toward a particular ship.

- *Gleaming Endeavor* might be the only ship headed in their direction. Others would either cost considerably more (a "rerouting surcharge") or take considerably longer (because they intend to make other stops first). Captain Aubren might offer passage to the heroes at a bargain rate because he's "going that direction anyway," and the sooner he fills his few remaining berths, the sooner he can set sail. Jedrezz could have commissioned Aubren to carry the cargo to any port on the Astral Sea, so the characters' destination shouldn't be a problem.
- If heroes ask around the dockside businesses, they hear better reports on Captain Aubren than on any of the other captains. For example:
  - "Captain Glyvrick is a fine astral sailor, no doubt about it. Captain Jace, he might charge you a bit less, but his ship's old and not as fast as he'll want you to believe. Captain Aubren is as reliable as they come. Were it my money, and all other things being equal, I'd sail with Captain Aubren, but Glyvrick is a fine second choice, too."
  - "If that's where you're headed, then the *Endeavor*'s your vessel. Captain Aubren has been through that space before, and you want an experienced hand at the helm if you're going to cross that stretch of sea."
  - "See that big fella there in the corner, the one with the scars? That's Captain Jace's first mate. He's killed three crew members on his last three voyages. Mutineers, says him. Just sailors who expected to be treated fairly, says I."
- If characters are having a difficult time making up their minds, port authorities could seize one of the other ships for nonpayment of fees or for smuggling, leaving just *Gleaming Endeavor* as the top choice.

Disposing of Wealth: On the heels of their last adventure, see that the heroes come into possession of something that has great value to one specific collector only. Conversely, this item might be so valuable that everyone wants it but no one in the current location can afford to buy it. When the heroes look for a way to transport their property to a buyer, they can end up with Captain Aubren for exactly the same reason that his devilish client sought him out—because Aubren has a reputation for delivering high-value goods safely.

Rumors of Raiding: Rumors have begun circulating that astral vessels are falling prey to quom raiders who are searching for something in particular. When the time comes for *Gleaming Endeavor* to depart, Captain Aubren approaches the heroes with an offer of employment as shipboard security. He explains that he is concerned about the raiders, but he is chiefly focused on safeguarding his cargo and on his obligation to Jedrezz. Aubren won't divulge any secrets about his cargo until he feels that his passengers can be trusted.

Captain and Crew

Graf Aubren is an earthsoul genasi who sought a life on the Astral Sea when he was young and headstrong. Years aboard ships, originally as a crew member, then as captain, rendered him a practical person, but he still feels a sense of wonder in his travels. He gladly talks to the heroes and swaps tales during their journey. When he trusts them, he can talk about his cargo and his intention to retire after this trip. (If the heroes want to acquire a ship, he might be persuaded to sell *Gleaming Endeavor*.) Aubren is hesitant to discuss the exact conditions of his deal with Jedrezz, but he shares his concerns over the cargo's safety.

Heberus, the first mate of the ship, is a stern and imposing minotaur. He runs a tight ship and believes in strict discipline—the same sort of discipline he employs to keep his bestial nature in check. Although he is respected by the crew, some fear him losing control of his temper, which is an infrequent event. The presence of the heroes might disrupt Heberus's routine and could land them on the wrong side of the

first mate. Nonetheless, he obeys Aubren's orders to the letter.

Gleaming Endeavor's crew consists of seasoned sailors of the Astral Sea. They are highly proficient at sailing the ship but are hardly the veteran warriors that a party of adventurers represents. The sailors have access to a variety of simple weapons and can use the ship's ballistae if necessary. In this adventure they hardly swing the tide of battle but can dress the scene with acts of desperate bravery or unfortunate sacrifice. Use the human lackey entry in the *Monster Manual*® if you need stats. When not attending to their duties, some members of the crew speak to the heroes to hear tales of the world from which the heroes originate, and others offer games of chance in an effort to win a little extra wealth and pass the time.

Catalina Wathe is the only other paying passenger aboard the ship. A skittish half-elf who seems perpetually on edge, she is traveling to the port city for which *Gleaming Endeavor* is bound. She intends to deliver a formal apology to an outsider, whose treasury her family raided in the material world. Her "family" is an elven guild of rogues that specialize in fleecing aristocrats. Being half-blooded and therefore, she suspects, the most expendable, earned her the "privilege" of an audience with the guild's next victim. Despite being from a shifty background, Catalina is far too worried about her future fate to concern herself with stealing anything on the ship, a fact that might not be clear to Aubren, Heberus, or the party. Whether she takes any part in the events about to unfold on this passage is up to you, but her most likely course of action is to lock herself in her cabin and not come out until the ship reaches port.

Encounter 1: Boarding Action

Encounter Level 18 (10,400 XP)

Setup

2 quom enforcers (E)
2 quom fanatics (F)
2 quom harpoonists (H)

A few days after *Gleaming Endeavor* leaves port, a quom skiff comes into view. Its crew casts buckets of astral chum overboard to draw the attention of a devouring cloud to the battlefield. The skiff rams *Gleaming Endeavor*, causing significant damage to the cargo and tangling the rigging to ensure that the ship does not get away. The quom then leap aboard to begin their search for fragments of their fallen goddess, Lakal, while issuing demands of compliance and surrender.

As the ship nears the quom, read:

A fast-moving skiff emerges from beneath the silvery sheen of the astral horizon. Burly, violet-skinned humanoids stride to the bow, weapons in hand, as the skiff levels its prow toward your ship. In the seconds before impact, several other members of the skiff's crew cast heavy baskets over the rails, and the area begins to seethe with frenzied movement. Sounds of splintering and groaning wood rise between the two ships as the masts lock the ships together and snapped rigging whistles overhead. A cacophony of shattering and crashing rises from the hold below. Two wild-eyed crew members eagerly dash to board the Endeavor while their mates prepare themselves. One of them calls to his fellows, "We shall search the hold for any sign of Lakal! The rest of you deal with any interference!"

2 Quom Enforcers (E) Medium immortal humanoid	**Level 17 Brute** XP 1,600 each
HP 198; **Bloodied** 99	**Initiative** +12
AC 29, **Fortitude** 31, **Reflex** 28, **Will** 29	**Perception** +13
Speed 6, fly 3 (while in the Astral Sea)	
Standard Actions	
Maul (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +22 vs. AC	
Hit: 3d10 + 15 damage.	
Enforcer's Smash (weapon) ✦ **Recharge** when first bloodied	
Attack: Melee 1 (one creature); +22 vs. AC	
Hit: 3d10 + 15 damage, and the target falls prone and is dazed (save ends).	
Mystic Fury (weapon) ✦ **Recharge** ⚄ ⁞⁞	
Effect: The enforcer uses *maul* three times, each against a different target. If at least one of these attacks hits, the enforcer gains a +2 bonus to AC and Will until the end of its next turn.	
Triggered Actions	
Implacable Determination ✦ **Encounter**	
Trigger: An enemy within 5 squares of the enforcer scores a critical hit.	
Effect (Free Action): The enforcer can make a basic attack, shift 1 square, or move up to its speed.	
Skills Bluff +17, Intimidate +17	
Str 24 (+15) **Dex** 18 (+12) **Wis** 21 (+13)	
Con 18 (+12) **Int** 18 (+12) **Cha** 18 (+12)	
Alignment unaligned **Languages** Supernal	
Equipment scale armor, maul	

Captain Aubren seems deeply shaken as he locks eyes with you. "Please, allow nothing to befall those goods. I don't dare risk a battle. There is no time to explain now, but I am in great peril!"

The quom send the enforcers below while the fanatics inspect the crew for signs of their goddess's fragmented form and attempt to keep anyone from interfering. Before long, when their search proves fruitless, they become increasingly violent as their zealous nature begins to take hold.

2 Quom Fanatics (F) Medium immortal humanoid	**Level 15 Soldier** XP 1,200 each
HP 145; **Bloodied** 72	**Initiative** +16
AC 31, **Fortitude** 27, **Reflex** 29, **Will** 27	**Perception** +12
Speed 6, fly 3 (while in the Astral Sea)	
Standard Actions	
Broadsword (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +20 vs. AC	
Hit: 2d10 + 12 damage.	
Crossbow (weapon) ✦ **At-Will**	
Attack: Ranged 15/30 (one creature); +20 vs. AC	
Hit: 2d8 + 12 damage.	
Minor Actions	
Mystic Mark (weapon) ✦ **Recharge** ⁞⁞	
Effect: Close burst 3 (enemies in the burst). The fanatic marks the target (save ends). The fanatic gains a +2 bonus to attack rolls against the target while the target is marked.	
Triggered Actions	
Implacable Determination ✦ **Encounter**	
Trigger: An enemy within 5 squares of the fanatic scores a critical hit.	
Effect (Free Action): The fanatic can make a basic attack, shift 1 square, or move up to its speed.	
Skills Bluff +15, Insight +17	
Str 20 (+12) **Dex** 24 (+14) **Wis** 21 (+12)	
Con 17 (+10) **Int** 17 (+10) **Cha** 16 (+10)	
Alignment unaligned **Languages** Supernal	
Equipment scale armor, broadsword, crossbow, 10 bolts	

Assume that the crew of *Gleaming Endeavor* lends little aid to any combat (or that the crew is fending off additional quom so that the heroes have only those mentioned above to deal with). Although the quom's religious fanaticism precludes any genuine negotiation, several rounds of fruitless searching and casualties among their ranks can encourage the quom to withdraw with the clipped explanation that

2 Quom Harpoonists (H)	Level 19 Artillery
Medium immortal humanoid	XP 2,400 each
HP 142; **Bloodied** 71	**Initiative** +16
AC 33, **Fortitude** 31, **Reflex** 32, **Will** 31	**Perception** +15
Speed 6, fly 3 (while in the Astral Sea)	
Standard Actions	
Cutlass (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +24 vs. AC	
Hit: 3d8 + 10 damage.	
Javelin (weapon) ✦ **At-Will**	
Attack: Ranged 10/20 (one creature); +26 vs. AC	
Hit: 3d8 + 14 damage.	
Harpooning Javelin (weapon) ✦ **Recharge** ⚄ ⁞⁞	
Attack: Ranged 10/20 (one creature); +26 vs. AC	
Hit: 3d8 + 14 damage. The harpoonist pulls the target up to 3 squares, and the target is immobilized (save ends). *Each Failed Saving Throw:* The harpoonist pulls the target up to 3 squares.	
Triggered Actions	
Harpoonist's Determination ✦ **Encounter**	
Trigger: An enemy within 5 squares of the harpoonist, or one that is immobilized by *harpooning javelin*, scores a critical hit.	
Effect (Free Action): The harpoonist can make a basic attack, shift 1 square, pull a creature immobilized by *harpooning javelin* up to 3 squares, or move up to its speed.	
Skills Bluff +18, Insight +20	
Str 19 (+13) **Dex** 25 (+16)	**Wis** 22 (+15)
Con 22 (+15) **Int** 19 (+13)	**Cha** 19 (+13)
Alignment unaligned **Languages** Supernal	
Equipment scale armor, cutlass (short sword), 5 javelins	

"a reliable source was mistaken in claiming fragments of Lakal were aboard *Gleaming Endeavor*." It might seem peculiar to an astute character that the ship was known by name and specifically targeted.

Tactics

The fanatics lead the way in boarding *Gleaming Endeavor*, hoping to mark their opposition and hold up anyone who might interfere with the enforcers descending into the cargo hold to search. The harpoonists remain aboard their skiff, yanking hapless, bloodied heroes overboard into the waiting devouring cloud. All the quom attack relentlessly, certain that what they seek is somewhere aboard the ship, and they surrender only if they have no doubt that no fragment of Lakal is aboard the ship. Of course, proving this to them might leave the ship's cargo nothing but shattered ruins. If the quom enter the cargo hold, Captain Aubren once again implores the heroes to protect the cargo using any means they can.

Features of the Area

Illumination: Bright light.

Masts: Creatures can move along the horizontal masts of the ship with a DC 20 Acrobatics check, which enables them to move at half speed. Because of the nature of the Astral Sea, falling damage is not applicable. The creature instead goes adrift and can attempt to "swim" back aboard (but see "Devouring Cloud," below).

Rigging: Creatures within 1 square of a ship's mast can grab hold of a rigging line and attempt to swing over the heads of other creatures below. Treat this as a long jump Athletics check with a +10 modifier. The distance moved must be in a straight line.

Devouring Cloud: Thanks to the quom's "chumming" efforts, a seething swarm of astral beetles has been whipped into a hungry frenzy around the two vessels, and the swarm fills all squares adjacent to either ship's hull. When a creature is bloodied or takes ongoing damage while within the devouring cloud, the cloud's astral beetles go into a frenzy, and the triggering creature and each creature within 2 squares of it takes 10 damage.

Development

After the defeat of the quom, Captain Aubren rushes below to the cargo hold. Upon surveying the damage caused by being rammed and by the quom's search (or any combat fought within the hold), the captain is overcome with grief and worry. Although not heedless to the plight of any injured or slain crew, he fixates on the damage to the goods to an excessive degree. He might entreat prayers from any clerics or paladins in the party or consult with arcane casters about vague references to the "binding nature of arcane pacts." In a suitably dramatic moment, as the captain returns to the deck and confesses to the heroes what he has done, proceed to **Encounter 2: Altering the Deal**.

Encounter 2: Altering the Deal

Encounter Level 19 (11,150 XP)

Setup

Jedrezz (J)
2 ice devils (I)
1 slime devil (S)
5 legion devil veterans (V)

The devil Jedrezz has monitored the progress of Captain Aubren's ship and seeks to press his advantage. Whether because he thinks enough damage was done to the cargo, or the quom took enough of a toll on the heroes, he wants to strike before the characters can take an extended rest. Although he was not anticipating the presence of the party, he sees an opportunity to gather a few more souls than he originally planned.

Following a short rest, some time to attend to the crew, and perhaps a few moments to speak to Captain Aubren, read:

A wash of arid heat momentarily sears your face, and a bright red flash leaves you seeing an afterimage of the ship's deck for a moment. A harsh crackling mingles with the distant impression of wailing, but quickly fades, leaving only the sharp, powdery odor of brimstone. As you blink away the flash from your eyes, you see a horned devil dressed in a well-appointed robe seated at an immense desk of red-veined stone.

Surrounded by a half-dozen diabolic creatures, he seems to hold them at bay with a laconic gesture of his taloned hand while his other fingers drum a slow beat against an unfurled scroll on the desk. A broad, toothy smile splits his smooth red face, "Captain Aubren, my friend, it's so good to see you again. I think it might be necessary to review our contract at this time."

Although his appearance is dramatic, Jedrezz holds his entourage at bay and makes it clear that his arrival is nothing more than a visit to a friend and business partner. He does not resort to violence until provoked and, even then, he attempts to carry on his business while the devils under his command fight the early stages of the battle.

Development

The heroes might have questions, either for Jedrezz or Captain Aubren, and both parties explain the terms of their contract if Aubren has not already done so. With damage done to the goods in the hold, the captain cannot fulfill his portion of the contract. As a result, any funds he had intended to pay the heroes (assuming they were brought aboard as guards rather than passengers) are now gone.

Furthermore, Jedrezz points out that *Gleaming Endeavor* is also forfeit to him, stranding the party in the middle of the Astral Sea. By doing so, Jedrezz hopes that Aubren falls victim to an astral predator, thus expediting his soul's arrival in the Nine Hells. Furthermore, he hopes to goad party members into bargaining by bringing up the loss of the ship.

Captain Aubren is distraught over the turn of events and, assuming the heroes do not immediately offer aid, beseeches them to do something to save his soul. Jedrezz welcomes Aubren's entreaties to the heroes, since he believes he is more than a match for the heroes' attempts at negotiation. He invites party members to sit across from the desk from him along with Captain Aubren.

The section below, "Deal with the Devil," presents a series of group skill checks that you can use to steer the negotiating session.

Roleplaying

If you and your players prefer, you can resolve this situation entirely through roleplaying. If that's the case, the devil's primary interest is in the captain's soul or another soul in its place as compensation (the heroes are powerful adventurers, so they might be more attractive prizes than Aubren). The party can seek loopholes in the bargain, such as by proving that it was Jedrezz who passed information to the quom to goad them into attacking *Gleaming Endeavor* or by claiming that the appraised value of the goods in the hold far exceeds their actual value.

Beyond finding a loophole in the contract, another typical means for defeating a devil's bargain is to beat him in a contest of some kind. Although the skill checks described below present an effort to undermine the contract Jedrezz made with Captain Aubren through social and knowledge skills, a DM might compose a similar skill challenge involving a more physical feat of some kind or something more unusual. Perhaps the party's bard is skilled with a fiddle. . . .

Deal with the Devil

At this point, Jedrezz holds all the cards, and he knows it. The heroes have little that Jedrezz values other than their souls. To win back Aubren's soul and his ship, the characters must place their own souls on the table.

At the start of the scene, tell each player to put three tokens in a place where they're easy for everyone to see. Dice other than d20s work fine, as do

coins, beads, or monster tokens. Tell them that these tokens represent ownership over the characters' souls.

As characters talk their way through the situation, you will call for three group skill checks at appropriate times. The checks can occur in any order.

The first check tests the characters' knowledge of interacting with devils; the second determines how persuasively the characters argue; and the third determines whether they find any legitimate loopholes in the contract.

Allow players to substitute other skills if they can make a convincing argument for a skill's applicability, but the listed skills are the most suitable.

Knowledge of Devils (DC 25 Arcana, History, Religion, or Streetwise): Everyone is aware that dealing with devils is a bad idea, but not everyone fully appreciates the gravity of the situation. What's more, anyone who doesn't understand the subtler points of a devil's psychology and nefarious negotiating tricks will be at a distinct disadvantage.

Persuasiveness (DC 25 Bluff or Diplomacy, or DC 20 Wisdom or Charisma): Jedrezz is clever and tricky, but he is also coldly rational. Characters can box him into a corner with his own logic and wring concessions from him that he'd rather not allow, but only by being cleverer and trickier than he is.

Finding a Loophole (DC 25 Insight or DC 20 Intelligence): Jedrezz is a master at writing ironclad contracts, but he might overlook an obscure detail, neglect a seemingly trivial clause, or use a vague term where a specific one is needed. Such mistakes, no matter how tiny, can be the cracks that enable the characters to chip the contract into pieces.

When one of these group checks is called for, you can either ask players which skills or abilities they'd like to apply, or make that decision yourself based on what the characters are saying and how they're acting. Everyone should make a check at the same time, though they won't all be using the same skill or ability.

The group succeeds if at least half the characters make successful checks. The player of each character whose check fails must give one of his or her three tokens to you. Line up those tokens prominently in front of you. Explain to the players that, though the group might be winning points in the negotiation, Jedrezz got the better of anyone who failed the check in a one-on-one exchange. Each of those characters made a rash statement, agreed to something he or she should have disagreed with, or got tricked by Jedrezz's superior debating skill.

The first time any player gives up a token, tell the group that a player can swap one of his or her tokens for someone else's lost token at any time. The player gives you a token and indicates whose token gets returned. The freed token goes back to the player who lost it.

Success and Failure

If all three of the group skill checks are successful, then the characters have nullified Aubren's contract with Jedrezz. The devil is unhappy, but he honors his terms and leaves without any further trouble. In addition, players regain any tokens that they lost during negotiation; Jedrezz has no claim on their souls.

If two of the group checks succeeded but one failed, then the characters negated the contract's terms regarding *Gleaming Endeavor*, but Aubren's soul is still forfeit. The captain won't receive any payment for this trip, but at least he keeps his ship and his life—for now. As far as Jedrezz is concerned, the sooner Captain Aubren dies, the sooner Jedrezz collects his debt. The contract doesn't allow Jedrezz to kill Aubren, but that clause doesn't extend to other devils. The most probable development at this point is that Jedrezz's companions attack in an effort to curry favor with their master. They have no grudge against the characters; if they can kill Aubren quickly and escape, they do so.

If one of the group checks succeeded but two failed, then the characters have won back Aubren's soul, but the contract still stands in regard to *Gleaming Endeavor*. Jedrezz gleefully takes possession of the ship and maroons the characters, Aubren, and the crew in the Astral Sea unless something is done to stop him.

If none of the group checks succeeded, then the characters achieved nothing in their negotiation. Jedrezz gains possession of Aubren's soul when the captain dies, and he can claim *Gleaming Endeavor* immediately, stranding everyone. The heroes can resolve their predicament (being set adrift in the Astral Sea) by defeating the devil and his allies, but doing this will not nullify the contract.

If one or more of the group checks failed, then characters who failed individual checks are in the awkward position of owing a portion of their souls to Jedrezz. A portion of a soul is of little practical use to him other than as a bargaining chip to wring favors from characters in exchange for its return. How you implement this element in adventures to come is up to you, but it's too good an opportunity to waste. (Loss of a portion of a soul doesn't apply if all three group checks succeeded, because all the players' tokens are returned to them in that case.)

If a player lost all three tokens to Jedrezz, then that player's character owes his or her soul to the misfortune devil, in full, payable upon the character's death. How this scenario plays out is up to you. The character might bargain to provide other souls instead of his or her own, seek intercession from a deity or a more powerful devil, or put off doing anything until it's too late.

A SHIP FOR A SOUL?

It might seem odd that two successes in the skill challenge save *Gleaming Endeavor* instead of Captain Aubren's soul, while just one success saves the captain's soul but loses the ship. Aubren's soul would appear to be the higher priority.

Under the immediate circumstances, however, the ship is the more crucial of the two. Captain Aubren and the characters might arrange more opportunities to rescue his soul, but if they lose *Gleaming Endeavor*, Jedrezz will happily maroon them in the Astral Sea. They'll have no way home and be at the mercy of any passing monsters or raiders.

If that outcome still feels backward to you, adjust the results to suit your preference. Better yet, explain the stakes clearly to the players, and let them decide whether to make Captain Aubren's soul or their own safety the higher priority.

Jedrezz, Misfortune Devil (J) — **Level 15 Elite Skirmisher**
Medium immortal humanoid (devil) — XP 2,400

HP 294; **Bloodied** 147 — **Initiative** +12
AC 29, **Fortitude** 27, **Reflex** 27, **Will** 27 — **Perception** +12
Speed 6, fly 6 (hover) — Darkvision, truesight 10
Saving Throws +2; **Action Points** 1

Traits

Aura of Condemnation ✦ Aura 1
Bloodied enemies take a -2 penalty to all defenses while in the aura.

Standard Actions

Lucky Maneuver (psychic, teleportation) ✦ **At-Will**
Attack: Melee 1 (one creature); +18 vs. Will
Hit: 1d8 + 7 psychic damage, and the devil teleports up to 4 squares.

Double Attack ✦ At-Will
Effect: The devil uses *lucky maneuver* twice.

Ray of Distortion ✦ Recharge ⚅ ⚄ ⚃
Attack: Ranged 20 (one creature); +18 vs. Reflex
Hit: 4d8 + 7 damage. The target can choose to take 5 damage and redirect the damage from this attack to one of the target's allies. The full damage is then rerolled and applied to that ally.

Triggered Actions

Roll the Bones ✦ Encounter
Trigger: A melee or a ranged attack hits the devil.
Effect (Immediate Interrupt): The triggering attack misses the devil and instead hits one creature of the devil's choice within 5 squares of the devil.

Skills Bluff +15, Diplomacy +15, Insight +17, Intimidate +15
Str 14 (+9) — **Dex** 17 (+10) — **Wis** 20 (+12)
Con 19 (+11) — **Int** 23 (+13) — **Cha** 16 (+10)
Alignment evil — **Languages** Common, Supernal

2 Ice Devils (Gelugons) (I) — **Level 20 Soldier**
Large immortal humanoid (devil) — XP 2,800 each

HP 195; **Bloodied** 97 — **Initiative** +18
AC 36, **Fortitude** 33, **Reflex** 31, **Will** 29 — **Perception** +13
Speed 8 — Darkvision
Immune cold

Traits

Crippling Cold (cold) ✦ **Aura** 2
Any enemy that starts its turn in the aura is slowed until the start of the ice devil's next turn.

Warming Weakness
When the ice devil takes fire damage, its crippling cold aura ends until the ice devil reactivates it.

Standard Actions

Icy Longspear (cold, weapon) ✦ **At-Will**
Attack: Melee 3 (one creature); +25 vs. AC
Hit: 2d12 + 15 cold damage.
Effect: The ice devil marks the target until the end of the ice devil's next turn.

Freezing Breath (cold) ✦ **Recharge** ⚅ ⚄ ⚃
Attack: Close blast 5 (creatures in the blast); +23 vs. Fortitude
Hit: 4d8 + 18 cold damage
Effect: The target is slowed (save ends).
First Failed Saving Throw: The target is immobilized instead of slowed (save ends).

Skills Endurance +23
Str 25 (+17) — **Dex** 22 (+16) — **Wis** 17 (+13)
Con 27 (+18) — **Int** 15 (+12) — **Cha** 18 (+14)
Alignment evil — **Languages** Supernal
Equipment longspear

Slime Devil (S) **Level 16 Lurker**
Medium immortal humanoid (devil, ooze) XP 1,400

HP 123; **Bloodied** 61 **Initiative** +18
AC 30, **Fortitude** 28, **Reflex** 29, **Will** 28 **Perception** +13
Speed 6, swim 6 Darkvision
Resist 20 acid

Traits

Mercurial Body
The slime devil ignores difficult terrain and does not provoke opportunity attacks by moving.

Standard Actions

⊕ **Caustic Slam** (acid) ✦ **At-Will**
Attack: Melee 1 (one creature); +19 vs. Fortitude
Hit: 3d8 + 11 acid damage.

⸸ **Diabolical Engulfment** (acid) ✦ **At-Will**
Attack: Melee 1 (one Medium or smaller enemy); +19 vs. Reflex
Hit: The devil grabs the target and shifts 1 square into the target's square. Until the grab ends, the target is dazed and takes ongoing 10 acid damage. While the devil has the target grabbed, attacks against the devil deal half damage to it and half damage to the grabbed creature. When the devil moves, it pulls the target with it. In addition, the target remains grabbed, and the devil does not provoke an opportunity attack from the target.

⸸ **Acidic Tendrils** (acid) ✦ **Recharge** ⚄ ⁞⁞
Attack: Melee 3 (one, two, or three creatures); +19 vs. Reflex
Hit: 1d8 + 7 acid damage, and ongoing 10 acid damage (save ends). In addition, the devil pulls the target up to 2 squares.

Minor Actions

⸸ **Scour the Mind** (psychic) ✦ **At-Will** (1/round)
Attack: Melee 1 (one creature grabbed by the devil); +19 vs. Will
Hit: The devil telepathically asks the target a question, and the target must answer the question truthfully or else take 3d8 + 11 psychic damage.

Skills Acrobatics +19, Bluff +12, Stealth +19
Str 18 (+12) **Dex** 22 (+14) **Wis** 20 (+13)
Con 21 (+13) **Int** 17 (+11) **Cha** 8 (+7)
Alignment evil **Languages** Supernal, telepathy 5

5 Legion Devil Veterans (V) **Level 16 Minion Soldier**
Medium immortal humanoid (devil) XP 350 each

HP 1; a missed attack never damages a minion. **Initiative** +11
AC 32, **Fortitude** 29, **Reflex** 28, **Will** 26 **Perception** +9
Speed 7, teleport 3 Darkvision

Traits

Squad Defense
The veteran gains a +2 bonus to AC while adjacent to another legion devil.

Standard Actions

⊕ **Longsword** (fire, weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +21 vs. AC
Hit: 12 damage, and the target takes 6 fire damage if it willingly moves during its next turn.

Str 14 (+10) **Dex** 12 (+9) **Wis** 12 (+9)
Con 14 (+10) **Int** 10 (+8) **Cha** 12 (+9)
Alignment evil **Languages** Supernal
Equipment longsword

Tactics

Jedrezz lingers close to the bargaining table, using *ray of distortion* to focus on the weakest party members while using *lucky maneuver* to keep from being flanked or overwhelmed. Meanwhile, the ice devils use *icy longspear* to fight over the heads of the legion devil veterans. Finally, the slime devil singles out an isolated character to engulf. Although it has little effect on the combat, be sure to have the slime devil use *scour the mind* to pry embarrassing secrets out of the engulfed character. (For example, if the character has ever stolen from fellow party members, now is the perfect time to reveal that secret.)

Features of the Area

(See the "Encounter 2 Starting Positions" on the map of *Gleaming Endeavor* for enemy placements in this encounter.)

Illumination: Bright light.

Masts: Creatures can move along the horizontal masts of the ship with a DC 20 Acrobatics check, which enables them to move at half speed. Because of the nature of the Astral Sea, falling damage is not applicable. The creature instead goes adrift and can attempt to "swim" back aboard (but see "Devouring Cloud," below).

Rigging: Creatures within 1 square of a ship's mast can grab hold of a rigging line and attempt to swing over the heads of other creatures below. Treat this as a long jump Athletics check with a +10 modifier, but the distance moved must be in a straight line.

Bargaining Table: The table imprison the souls of those with whom Jedrezz bargains. Creatures within 1 square of the table (or those daring enough to stand atop it) cannot spend healing surges.

Devouring Cloud: Thanks to the quom's "chumming" efforts, a seething swarm of astral beetles has been whipped into a hungry frenzy around the two vessels, and the swarm fills all squares adjacent to either ship's hull. When a creature is bloodied or takes ongoing damage while within the devouring cloud, the cloud's astral beetles go into a frenzy, and the triggering creature and each creature within 2 squares of it takes 10 damage.

Conclusion

If the heroes emerge victorious and protect the captain's soul, he eagerly rewards them and delivers them graciously to their destination (or anywhere else on the Astral Sea that they might want to travel.) On the other hand, losing a soul (or souls) to Jedrezz has no instant effect on their lives . . . other than the dire knowledge that those who lost a soul will spend eternity in the Nine Hells following their demise. For some characters, this latter fate might interfere with their epic destinies.

Development

Where events go from here depends on the situation at the end of the characters' encounter with Jedrezz.

If the devil is in possession of Captain Aubren's soul or the soul of a player character, then a bold party might head directly for the Nine Hells to confront Jedrezz. Captain Aubren will eagerly chart such a course if his soul is still in jeopardy and he believes the characters are capable of winning it back. He will be less eager to journey to the Nine Hells if his soul and ship are safe, but he will go; Aubren understands that he owes everything to the characters, and if they need his help, he'll do what he can.

If he can do so safely, Jedrezz could periodically manifest to trouble and harass the party in an effort to win more souls by dangling the possibility of recovering those that were lost. If the heroes are in dire straits, he might make a tempting offer to help them out. Sometimes the best way to entangle someone is to offer to help that hero achieve a good end—at the cost of that hero's soul.

In the event that Jedrezz was slain in combat, another devil might inherit both his souls and his debts. Thus, beating Jedrezz leaves the souls in the hands of another unknown devil or perhaps "on the market," where the characters could attempt to buy them back in a diabolic soul auction. Jedrezz might have been beholden to a greater master, and his defeat, in combination with harvesting no souls, has roused the ire of his patron, who takes a personal interest in tormenting the party.

About the Author

John "Ross" Rossomangno has enjoyed the Dungeons & Dragons® game in all its incarnations for more than twenty-five years. He has finally fulfilled his childhood dream of a separate building strictly for gaming that is actually larger than the house he shares with his incredibly supportive and remarkably tolerant wife. They live in a tiny Pennsylvania town that bears an eerie resemblance to the tiny Connecticut town he grew up in. When he isn't writing, he dreams of returning to a nameless bar on the Mekong River with a healthy supply of notepads and pens . . . and an open tab.

PARAGON
11-20

The Legacy of Baelard

By Joshua Kerbau

Illustrations by Brent Woodside ✦ Cartography by Jason A. Engle

Generations ago (or centuries, depending on the setting), the Library of Highforest was a small center for learning operated by priests and sages of Ioun. Being invited to study or teach at this remote, isolated institute was the honor of a lifetime, and being interred in the catacombs beneath the library was the reward for a life devoted to knowledge.

Tragically, a scholar named Ulferth fell under the influence of a demon that served Kyuss. In his madness, Ulferth drew a horde of nightmare creatures up from the depths. Spawn of Kyuss overran the library, and no one escaped to tell the world what happened there.

One of the scholars—Baelard the Defender—survived much longer than the others. Baelard was a human who had spent the first half of his life as a warrior before giving up the mercenary's life to become the library's Defender—the man responsible for its security. He recorded what he knew about the horrors trapped in the library's lowest catacomb and left clues concerning how they might be defeated. Those clues will be invaluable to the characters.

"The Legacy of Baelard" is an adventure for characters of levels 10–12. Because the action is almost entirely underground, it can be used in any campaign, including the Chaos Scar.

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Layout

The library encompassed four distinct areas.

The scholars lived in a sturdy, three-level tower. It is now a hollow shell. The walls still stand, but the roof and the upper floors have collapsed.

The library was built underground to safeguard its records for eternity. Its three main chambers were the Hall of Veneration, a shrine to Ioun; the Hall of Learning, used for lectures and gatherings; and the Hall of Records, where manuscripts were stored. Smaller chambers were used for less important purposes.

Beneath the library, eminent scholars were entombed in high honor. The catacombs consisted of a chamber for burial preparations, ceremonial vestibules, two major crypts (outer and inner) where the greatest scholars were enshrined, and two secondary crypts (upper and lower) where the ashes of lesser scholars were stored in urns.

The fourth area was known only to Ulferth. The demon that took possession of the scholar created three chambers for Ulferth's use between the Hall of Records and the Upper Crypt. Baelard discovered these rooms just before disaster struck, and he used them to hide from the spawn until his death.

Synopsis

When the characters arrive at the site, they are attacked by the vrocks that live in the shell of the tower and in the Hall of Veneration.

Once the heroes descend underground, they confront the mystery of what happened in the library. They have a chance to uncover the fate of the residents, including Baelard the Defender, and to deal with the threat of the spawn of Kyuss. Characters can find useful clues in the Hall of Records and in Ulferth's secret chambers, if they discover that area.

Aside from the vrocks, the library level is free of monsters. It serves to establish and deepen the mystery as the characters explore it. You can place more monsters there if you wish, but don't overdo it.

The catacombs are filled with danger. That's where the characters' mettle will be tested.

Before proceeding with the adventure, you should read the three handouts at the end. They give a fuller picture of the tragic events that led to the library's collapse from Baelard's perspective.

Adventure Hooks

Characters can be drawn into this adventure in a number of ways.

Trouble in the Area: The vrocks that have taken up residence in the ruins are an obvious source of trouble that can draw adventurers to the area. These demons might attack woodcutters working in Highforest or traders traveling on nearby roads, who would then seek help. The spawn of Kyuss are another possibility. If they have forced their way out of the crypts through the secondary exit (room 10), then they might also be working their evil against anyone in the surrounding territory. The characters could be approached directly by nonplayer characters who are looking for help against the monsters, or the heroes could encounter rumors of the trouble that have spread outside the affected area.

Hired Investigators: The Library of Highforest has been forgotten by most people, but a handful of sages might still be interested in its fate. Any of these could hire sturdy adventurers to follow up on leads garnered from crumbling manuscripts or divination rituals. Such patrons might not be entirely trustworthy. Followers of Kyuss also have an interest in relocating the library.

Visions: Baelard the Defender is frozen in eternal stasis, but his spirit might still be active in some limited way. When the characters get within the vicinity of the ruined library, whether or not they are looking for it, Baelard might reach out to them in the form of visions in which he offers tantalizing clues about the library. These clues should be suitably cryptic, such as images of the tower as it once stood, insights of lost lore with hints that more can be found in nearby ruins, or scenes of the spawn of Kyuss killing the scholars of the library.

Accidental Discovery: Adventurers could simply stumble upon the ruins during one of their journeys through a remote forest. They might also spot the vrocks circling in the distance, or be attacked by them, and follow the demons to their lair in the ruins.

Exploration and Skill Checks

The fate of the Library of Highforest is a mystery. It is possible for the characters to fight their way through the dungeon without ever figuring out what happened there, but those who do that will miss out on much of the adventure's atmosphere.

At the same time, important clues should not be handed to the players without some effort on their part. Stress to the players that their characters get information only by looking for it. Some features of the dungeon are obvious to casual observation, some can be noticed with passive Perception, but many important clues can be missed if players don't actively explore the environment.

Skill checks are one method for gathering information, but don't let players rely too heavily on their

dice. The same admonition extends to you; don't rely too heavily on Perception checks and Thievery checks to provide the players with information. Encourage players to ask questions and to interact with their surroundings. Clues should be easy to find when characters look in the right places. No Perception check is needed when someone enters the burial preparation chamber and asks, "What do we see?" It is obvious that everything has been swept from the shelves and tables onto the floor and all the lamps are smashed.

What characters can't observe is why the room was trashed and the lamps were smashed. Those are conclusions, and you should let players draw their own conclusions. Telling players what clues mean or letting characters have flashes of realization by making skill checks robs players of the "Aha!" moment that comes from figuring it out for themselves. Feed them information directly only as a last resort when players are completely stuck for answers.

Ultimately, Ulferth's treachery is a puzzle to be solved. Characters who charge through the library and the crypts without picking up any clues can complete the adventure; they'll just have a harder time of it and still have unanswered questions when they're done.

Conditions in the Library and Catacombs

Illumination: Darkness. There is no light in any of the underground areas aside from what the characters bring with them. Unlit lanterns can be found in the Hall of Learning, the Hall of Records, the hidden room, and Ulferth's ritual chamber (rooms 6, 8, 9, and 17).

Ceilings and Walls: Unless noted otherwise, ceilings are 10 feet high. Walls in the library are finished stone. In the crypts, they are rough stone.

Doors: All the doors in the library and the catacombs are warped from age, and the hinges are rusted. When a door is opened, the hinges squeal loudly enough to be heard by any creature on the same level. Oiling the hinges beforehand can prevent this, and also gives a +2 bonus on any Athletics check to open the door.

Doors can also be destroyed. Their defenses are AC/Reflex 5 and Fortitude 10, and each has 20 hit points.

Magical Seals: Baelard used an Arcane Lock ritual to magically ward some doors in the library. His intent was to keep spawn of Kyuss from leaving the library, but the wards have also prevented the vrocks and the handful of adventurers who've stumbled onto the site from getting past the Hall of Veneration.

Characters can break through these seals with a DC 27 Athletics check or Thievery check. Aid another can be used on the Athletics check. Baelard placed a condition on the arcane locks that allows anyone carrying a holy symbol of Ioun, Erathis, or Bahamut to open the doors. When one of these holy symbols is brought within 10 feet of a sealed door, an otherwise invisible sigil matching the holy symbol glows faintly. Touching the holy symbol to the door causes the door to open without destroying the lock.

Resting

Before descending to the lower level, characters can take an extended rest or short rests in room 6 or 8. If they broke the magical seals on the doors from room 1 or 3, then vrocks attack during an extended rest in room 6 or 8. If the characters passed through the seals without breaking them, then they are safe from vrocks while in the library.

Once the characters open the doors to the burial preparation chamber (room 12), the situation changes. By then, the spawn are aware of the characters' presence, and they can reach every chamber in the library except Ulferth's secret chambers (rooms 9, 17, and 18). Spawn can use the concealed crawlspace between rooms 12 and 16 to bypass the outer crypt if necessary. From that time on, characters who try to take an extended rest or a short rest anywhere in the complex are attacked by a force of your choosing.

There are only two ways to prevent these attacks during a rest. The first is to retreat to the upper level and reseal the staircase at room 11 or room 5. The second is to hide in rooms 9 or 17, Ulferth's secret chambers.

Before the doors at the base of the stairs (room 11) can be closed and resealed, 10 minutes must be spent clearing away the rubble that spilled out when the doors were opened. When the spawn of Kyuss realize what the characters are up to, they aren't likely to let the work proceed uninterrupted. The portcullis at the top of the stairs has no lock other than Baelard's magical seal. If that seal is still active, then the spawn can't open the gate. If it's not, then characters need to find another way to lock it if they intend to rely on it as a barrier.

Ulferth's secret chambers are unknown to the spawn, but they remain safe only if the heroes are careful about concealing the hidden entrances. For example, if characters flee through the secret door in the upper crypt with spawn of Kyuss hot on their heels, then the door is no longer secret. If they shift the bookcase to reveal the door and then neglect to

tip it against the wall again before closing the door, curious spawn are likely to notice the change.

Even if characters weren't pursued and they replaced the bookcase in the upper crypt or the carpet in the Hall of Records, there is a chance that their scent or their tracks in the dust will lead the spawn to the door. Make a DC 20 Perception check for the spawn to find the door, using the wretch of Kyuss's +8 Perception modifier. If characters take steps to conceal their presence, such as sprinkling ashes or dust behind them and carefully replacing everything they moved, let the character with the highest Stealth modifier set the DC with a Stealth check.

Mapping the Dungeon

The map of the library is built with the *Dungeon Tiles Master Set: The Dungeon*. Each level can be laid out with one copy of that set, in a space about 24 inches by 30 inches. You can build each level with tiles as characters explore, draw the rooms on an erasable battle mat, or have the players sketch the map on graph paper as you describe it. Lay out tiles or a battle mat only when a fight begins. Letting players draw their own map can heighten their sense of exploration and discovery.

Encounters and XP

"The Legacy of Baelard" is not divided into distinct encounters. Instead, the text indicates the kinds of monsters that characters are likely to meet but leaves their placement and number up to you. The spawn of Kyuss, in particular, move around in response to the characters' presence, depending on how the characters explore the crypts.

Experience points should be awarded at the end of the adventure, not after each fight. Tally the XP for defeated monsters, add the awards for any of the five minor quests the characters complete, and present the total as a single award.

Minor Quests

Each minor quest is worth 600 XP.

Unraveling the Mystery: Characters qualify for this award if, by the end of the adventure, they fully understand the events that led to the library's destruction.

Safeguarding the Library: Characters qualify for this award if they realize the value of the manuscripts in the Hall of Records, manage to destroy no more than a few, and bring information about the discovery to sages and scholars who are equipped to salvage the material.

Laying Baelard to Rest: Characters qualify for this award if they find Baelard's trapped will and bring it to a temple, where it can be laid to a well-deserved, final rest. Alternatively, they can reunite it with his body, then slay the resulting son of Kyuss. In the second case, award the full 600 XP only if characters release Baelard's will with full understanding of the consequences. If they release it unintentionally or without understanding what could happen, award them 300 XP instead. See room 17 for additional details.

Destroying Ulferth: Characters qualify for this award if they intentionally release Ulferth from his prison for the purpose of destroying him. There's no reward for destroying Ulferth if he was released unintentionally or by the spawn.

Sealing the Chasm: Characters qualify for this award if they find a way to reclose the chasm that Ulferth created so that no more spawn of Kyuss can crawl up from the depths.

The Tower

Not much remains aboveground to indicate that this was once an important site.

When characters approach the tower, read:

The tower that stood here was large and impressive, but it's a hollow shell now. Upper stonework has tumbled down to form heaps of rubble around the base. The walls are streaked with white stains, as if gigantic birds use the crumbling parapet as a perch. Hundreds of cracked and gnawed bones are strewn carelessly among the broken masonry.

Inside, some of the rubble has been shoved aside to reveal a wide flight of stairs leading down into darkness. The steps are cracked and uneven, and a horrid stench rises from below.

The vrocks spend a lot of time perched atop the crumbling walls and surveying the countryside for prey.

You have several options for developing this encounter. Characters should run into vrocks here, but when and how is up to you. If the characters were attacked by vrocks earlier or they followed vrocks here, then three can be present when the characters arrive. Otherwise, they show up while the characters are poking around the structure.

Alternatively, you could have five, six, or more vrocks show up. Such a large group is more than the characters can handle, but the stairs offer an escape. Only one vrock at a time can squeeze down the stairs,

and they won't expose themselves to that danger if the characters have gone down ahead of them. Instead, the vrocks will wait outside for the characters to reemerge.

The Library

1. Entry

Near the top of the staircase, the gap between the rubble and the ceiling is about 5 feet, so Medium characters need to crouch to get through. Space is more confined near the bottom; there, the gap narrows to only 3 feet, so characters must squeeze through.

The rubble spills into an open area at the bottom of the staircase in front of two enormous, metal-bound doors that are propped open by chunks of masonry. The outer surfaces of the doors are deeply scarred by claw marks that have nearly obliterated an engraved design. The design was a version of the eye-and-crook symbol of Ioun rendered in a style that was common well over a century ago.

The doors are pulled open against the rubble just far enough for a large creature—such as a vrock—to squeeze through. They can be shut without difficulty. On the inside (toward the library), the doors have sturdy slots so that they can be barred shut, but there is no bar nearby. (It is in room 2.)

The door to room 2 hangs open on broken hinges. The door to room 6 is still magically sealed.

2. Cloakroom

This chamber was a cloakroom for the scholars and their visitors. A 10-foot-long, heavy beam meant to bar the main doors is propped against the wall. Maneuvering it into place in the doors takes a DC 19 Athletics check. Up to three characters can aid in this attempt.

3. Hall of Veneration

As the characters approach this chamber, read:

Wide stairs descend steeply from the entryway. Carved into the lintel above the stairs is the label "Hall of Veneration." An appalling odor wafts up the stairway.

The chamber at the bottom of the stairs reeks of vrocks. Filth covers the walls. Bones of animals and humanoids litter the floor. The air is so foul that breathing is difficult.

The ceiling arches 20 feet overhead to accommodate an impressive statue that you recognize immediately as Ioun.

Breathing: Breathing is difficult in this chamber because of the stifling odor and filth of the vrocks. Every character who stays in this room and the connected storeroom for 5 minutes must make a DC 19 Endurance check; characters who fail lose a healing surge. Only one check per character is required. The DC drops to 13 if a character takes the precaution of tying a cloth across his or her nose and mouth.

Statue: The statue of Ioun is covered with stains and dried clumps of filth hurled at it by the vrocks, but it hasn't been clawed or otherwise damaged. A character who makes a DC 19 Religion check realizes that the vrocks probably refrained from touching the statue out of fear of Ioun's retribution.

The Gate: Crates, boxes, barrels, and broken furniture are heaped in the southwest corner of the room. The junk contains nothing of value or interest, but if characters dig through it briefly, they find a steel portcullis concealed behind the pile. On the other side of the portcullis, more rubble is heaped about 4 feet high. Little can be seen beyond the rubble except darkness. The portcullis is magically sealed by Baelard's arcane lock.

A character who makes a DC 19 Perception or Dungeoneering check realizes that the darkness beyond the rubble probably indicates the presence of a staircase leading down.

Doors: Two doors to room 4 (storeroom) are broken open. A door to room 6 (Hall of Learning) is sealed by Baelard's arcane lock.

Treasure: Valuables amounting to 2d10 x 100 gold pieces can be found if characters spend 10 minutes or more searching through the scattered bones and filthy remnants of gear, much of which is the remains of slain adventurers.

4. Storeroom

The scholars stored ceremonial items for use in the Hall of Veneration here. Nothing remains but tattered junk and vrock droppings. The air in this room is as foul as that in the Hall of Veneration, and time spent here counts toward time spent breathing that chamber's toxic air.

5. Spiral Stairs

When characters discover the portcullis in the southwest corner of the Hall of Veneration, read:

Behind the heaped boxes and broken furniture is an iron portcullis of closely spaced bars. Broken bricks and stone are piled on the other side of the portcullis. You can see over the rubble, but there's only darkness and shadow on the far side.

The portcullis that closes off these stairs from the Hall of Veneration is sealed by Baelard's arcane lock, but there is no other lock on it. A character who makes a DC 19 Perception or Dungeoneering check realizes that the darkness beyond the rubble probably indicates the presence of a staircase leading down.

Once the portcullis is opened, characters who scramble across the rubble into the stairwell must make a DC 13 Acrobatics check. Failure indicates that the character slips, tumbles partway down the twisting staircase, and takes 2d10 falling damage.

The spiral stairs descend 40 feet to another rubble heap in room 11.

6. Hall of Learning

When characters enter the Hall of Learning, read:

A wooden platform about 3 feet high stretches across the north end of this large room. Elsewhere, the floor is covered with heaps of disintegrating wood that once were benches and chairs. Above the platform, "Hall of Learning" is scribed into the wall.

This was a lecture hall when the library was in use. Statues of Ioun and another figure whose identity is lost to history flank a dry font in front of the speaker's platform.

The Stairs to room 1 (entryway) are unusually shallow. The door at the top is sealed by Baelard's arcane lock.

The door to room 7 (pool) is closed but not sealed.

The door to room 3 (Hall of Veneration) is closed and sealed.

Double doors to room 8 (Hall of Records) are closed and sealed by Baelard's arcane lock. The doors are metal, unlike the wooden doors elsewhere in the library. A plaque above them identifies the chamber beyond as the Hall of Records.

Sealed Doorway: At about the midpoint of the east wall is a section where the stonework is different from the rest of the walls. A DC 19 Dungeoneering check reveals that these bricks are much newer than the rest of the complex but still very old. This was an open archway when the library was in use. The scholars sealed it with brick and mortar during their battle against the spawn of Kyuss because there was no door here to bar. The brickwork is nearly 5 feet thick. Characters can break through it if they spend enough time at it, but it takes a long time: 1d4 + 1 hours with appropriate tools (prybars and sledge hammers), or three times as long without those tools. Furthermore, the sound of hammering and chiseling reverberates through the crypts, so everything there is aware of the intruders.

7. Pool

The door to this room is closed but not sealed.

When characters enter this chamber, read:

A raised pool in the far corner of the room is filled with crusted, black water. Clay pots, dishes, and bowls are lined up neatly on the floor, but all are covered in dust and cobwebs.

The water in the pool appears filthy and black, but that's because centuries of dust have formed a crust on top. If the crust is pushed away, the water beneath is cool and clear, because it trickles in from outside.

8. Hall of Records

An inscription above the double doors reads "Hall of Records."

The doors are trapped with a glyph of warding placed there by Baelard as a final defense against any spawn of Kyuss that might try to enter the Hall of Records. It triggers when either of the doors is opened.

Glyph of Warding Object	**Level 10 Trap** XP 500
Detect Perception DC 30, Arcana DC 26	**Initiative** –
Immune attacks	
TRIGGERED ACTIONS	
✧ **Attack** (radiant) ✦ **Encounter**	
Attack: Close burst 3 (creatures in burst); +13 vs. Reflex	
Hit: 3d6 + 7 radiant damage, and the target is blinded (save ends).	
COUNTERMEASURES	
✦ **Disable:** Thievery DC 23. *Failure (18 or less):* The glyph is triggered. Allies can use Thievery or Arcana to aid the Thievery check, using the aid another action.	

When characters enter the Hall of Records, read:

You stand in the entrance to a library. An immense, circular table covered with clutter dominates the center of the room. To your left are four floor-to-ceiling shelving stacks. Many of the fragile scrolls and books have fallen victim to insects and mold, and are now little more than dust on the shelves. To the right is a large alcove holding a closed, floor-to-ceiling cabinet. An iron gate blocks the alcove.

The Hall of Records was the reason for the library's existence. It housed priceless manuscripts, scrolls, codices, and books of all types and sizes. Much of

this trove of knowledge has been ruined by time and decay.

Table: The clutter covering the large table is out of keeping with the rest of this level, which is generally very tidy, other than a thick layer of dust that has settled over everything. Baelard was in a great hurry during his final days, and the disarray here is a sign of his haste and his failing health. A clue to the secret of what befell the tower is on the table. If characters search through the papers there, give them Handout 1.

Secret Trapdoor: Beneath the small reading table in the northeast corner of the Hall of Records is a tattered carpet, and beneath the carpet is a trapdoor. Characters who search this corner find the trapdoor with a DC 13 Perception check, while characters who search the Hall of Records in general without describing any particular method or focus spot the trapdoor with a DC 27 Perception check. Any character who looks under the carpet finds the trapdoor automatically, of course.

Cabinet: The closed cabinet behind the iron gate contained the library's rarest and most valuable manuscripts. Both the gate and the cabinet are locked. The keys for both locks are on Baelard's belt in room 17. The gate can also be opened with a DC 19 Thievery check or a DC 27 Athletics check. The cabinet can be opened with a DC 27 Thievery check or smashed open with a DC 13 Athletics check.

If the cabinet is smashed open, the fragile manuscripts inside crumble into dust. If anyone picks up a book or a scroll from the cabinet, that character must make a DC 22 Dexterity check, or the material disintegrates in his or her hands. A character who makes a DC 13 History check realizes that these are priceless, lost manuscripts, some of which might still be salvaged by scholars who are trained in such tasks. Their retrieval would be of enormous value to historians.

Ulferth's Will: The most important item in the cabinet is a wooden box about 1 foot square, sitting on the lowest shelf. It has two locks; each can be opened with a DC 19 Thievery check, or with the keys on Baelard's belt. Inside the box is a crystal globe about 6 inches in diameter. Dark red smoke or gas churns constantly inside the globe. Once every few minutes, a spark jumps through the gas and lights up the globe's interior. When that happens, the character holding it can make a DC 27 Perception check to notice the faint outline of a face in the swirling cloud, with its mouth wide open as if screaming. A DC 19 Arcana check reveals that the globe is a ritual containment vessel but communicates nothing about the nature of the ritual.

The globe contains Ulferth's will, the fragile spark that animates the psyche. As long as it remains trapped in this globe, Ulferth can't be revived. If the globe is smashed anywhere or tossed into the mist in Ulferth's crypt (room 20), Ulferth's will reunites with his body and he reanimates.

If the box is smashed open, the globe shatters automatically. If it is opened forcibly but with some caution, roll a saving throw for the globe; it survives intact on a save, or shatters on a failure.

9. Hidden Room

When characters discover the trapdoor beneath the reading table, read:

Opening the trapdoor reveals a 3-foot-wide chute that drops almost vertically, but with a slight angle to the west. A ladder is attached to the wall.

The ladder descends nearly 15 feet before ending in a narrow chamber. The only thing in the chamber is a long table covered in crumbling papers, scraps of parchment, and jars of dried ink.

At the opposite end of the chamber, a spiral staircase leads down.

This is one of the chambers that the demon created so that Ulferth could carry out his research in secret. Baelard discovered it just before the catastrophe and used it as a secure refuge afterward.

Among the detritus on the table is a small parchment roll that contains another clue to the mystery. When characters search the table, give the players Handout 2.

10. Sealed Exit

When the library was functioning, this room was a secondary entrance. It was accessible at ground level from just outside the tower. That entrance is now buried beneath rubble.

One of the first defensive measures Baelard had the scholars perform was collapsing an overhanging portion of the tower's parapet onto this entrance, closing it off as a possible escape route for the monsters. Then they bricked up the doorway between room 10

and the Hall of Learning, to keep the spawn from getting into the library that way.

The chasm extends 40 feet down to rooms 21 and 22 in the catacombs. It can be climbed with a DC 20 Athletics check.

The door to the stairway is locked but not sealed. The lock can be picked with a DC 19 Thievery check.

Clearing a path between this chamber and the surface is a major undertaking from either direction. With shovels and picks, it would take 2d12 + 12 hours. Without tools, multiply the time by four.

The Catacombs

11. Spiral Stairs

The stairs that descend from the Hall of Veneration end here. Stones and broken masonry thrown down the stairwell by the scholars have tumbled into a heap that is 5 feet deep at the base of the stairs. Only the top 2 feet of the doors are visible above the rubble.

The doors open away from the staircase. They are not magically sealed, but they are barred from this side. The bar can't be seen, because it is buried beneath the rubble. To break the doors open in this confined space requires a DC 27 Athletics check, and only one attempt is allowed.

If characters spend 5 minutes clearing away some of the rubble, they notice the bar. Once it is removed, the doors open easily, and the rubble spills into room 12. Once opened, the doors can't be closed again until 10 minutes are spent clearing the doorway of rubble.

12. Burial Preparation Chamber

This room is where priests of Ioun prepared the bodies of scholars for honorable interment in the library's crypts.

When characters enter the burial preparation chamber, read:

The smell of spice and salt is strong in the air. A table at the center of the room is covered in what appear to be surgeon's tools and bandages. A large bowl on the table contains dried, blackened resin. Other tables bear flasks, bowls, and decaying parchment rolls. The shelves that line the walls are filled with similar supplies.

Characters can identify this chamber's purpose with a DC 13 Heal check or Religion check. Aside from a few metal tools that might be useful to a surgeon if they were cleaned up, nothing here is of any value. The precious spices, oils, and resins hardened up or dried out ages ago. Every lantern in the room is shattered and useless.

Behind the bookcase against the eastern wall, at floor level, is a hole about 1 foot across. Rags and filthy bandages are stuffed into it. Characters who shift the bookcases find the hole automatically. During a general search of the room, a DC 27 Perception check is needed to spot it.

If the rags are pulled out, a terrible smell of rotting meat wafts up from the hole. This is not the normal smell of tombs or decaying bodies. Characters can recognize it generally as the stench of the undead, but unless they have had previous encounters with the spawn of Kyuss, they can't narrow it down.

The hole is too small for most characters to get through. A Small character or an elf can squeeze through it with a DC 19 Acrobatics check, if the character is wearing no armor and carrying no weapon bigger than a dagger.

The hole angles downward through the surrounding rock until it emerges just below the ceiling of the upper crypt.

13. Ceremonial Chambers

A larger-than-life-size statue of a man in scholarly robes stands in the middle of this chamber. Someone who makes a DC 19 History check can surmise that this is a representation of Pelor in an archaic form. The statue originally held an oil lamp in each hand; both lamps have been smashed.

Stairs in the southwest corner descend sharply to a room that is empty except for a large, stone basin of water. Like the basin in room 7, this one is crusted over with dust, but if the crust is pushed aside, the water beneath is cool and fresh.

Both of these rooms were used for funeral observances prior to interring scholars in the crypts.

When characters examine the doors in the east wall, read:

These double doors are made of ornately carved wood banded with bronze. Most of the carvings are abstract decorative designs with no religious or secular meaning. Carved into the center of the door on the left, in Common, is the message "They are not dead." Carved into the door on the right is the message "Who are remembered forever."

Beneath that two-part message is another, crudely scratched across both doors: "For the sake of us all, leave them be." Dozens of heavy, metal wedges are hammered

between the doors and their frames, to prevent them from opening.

The doors can be pulled open with a DC 27 Athletics check. Let one character make the check, with up to four characters aiding.

If the Athletics check fails, the doors can be smashed or chopped apart (AC/Reflex 5, Fortitude 10, hp 40). Alternatively, the wedges can be laboriously pried or chiseled out (DC 19 Thievery) in 1d6 + 4 minutes.

In any event, unless characters are very clever, they will make a lot of noise opening the doors. Anything in the crypts that wasn't aware of their presence before will be now.

14. Outer Crypt

The outer crypt was the burial place of the library's founders, the two most revered people interred here. Every burial procession passed between them on its way deeper into the catacombs. The only clue to their identities remaining in this chamber is an inscription high on the wall, which reads "Their vision shaped our lives."

When the doors to the outer crypt are opened, each character in the ceremonial chambers is subject to the following attack:

Fetid Air (necrotic)
Attack: Close burst 8 (creatures in the burst); +14 vs. Fortitude
Hit: 1d10 necrotic damage, and the target loses a healing surge.

After resolving the attack, read:

A wave of cold, dense air rolls out from behind the doors, reeking of an indescribable corruption far worse than the rot of the grave.

The chamber beyond was a burial crypt. Only two sarcophagi stood here, and they must have been beautiful once. Now their lids are smashed, their biers tipped over, and their contents tumbled onto the floor. Bones and shrouds are strewn across the flagstones.

A deliberate examination of the debris reveals that the bones are gnawed and cracked open.

Characters find this same degree of destruction in all the crypts. None of the sarcophagi are intact, and every urn of ashes is smashed on the floor or desecrated in some other way. When the spawn of Kyuss realized that they were sealed into the crypts, they demolished everything.

Rot Grubs

Poking around in this room triggers an attack by four rot grub swarms, one in each corner. Characters with a passive Perception lower than 19 are surprised. In the third round, four more swarms appear at the top of the stairs from the lower crypt and join the fight at the same point in the initiative order as the other swarms.

The rot grubs won't be a serious threat to the characters; the greatest danger comes from the creatures' aura, which deals automatic damage. Be sure to include them, however, so that characters will think rot grubs are nothing but a nuisance by the time they meet the awakened rot grubs later.

Features of the Area

Debris: Before they attack, the rot grub swarms have total concealment in the corners. After the surprise round, a swarm has partial concealment while in a square that isn't also occupied by a character, because of debris on the floor. A swarm has no concealment while in the same square as a character.

Sarcophagi: The two sarcophagi shown on the map are demolished. The squares they occupy are difficult terrain.

Shrine: A pale glow can be seen coming from the right side of the passage that leads farther into the crypts. The glow exudes from a beautiful, pristine shrine that is protected by bronze bars. In the shrine is a marble altar carved to resemble a reading desk with an open book upon it. The tips of a sculpted raven's wings rest on the pages, and the glow emanates from those wing tips. A DC 19 Religion check reveals that the shrine probably symbolizes the Raven Queen paying respect to knowledge and welcoming the departed scholars to her realm. The shrine has no innate magic or magical protection. It hasn't been desecrated like everything else in the crypts because the spawn of Kyuss fear the Raven Queen, so their superstition has kept them away from the shrine.

Though the bars appear to be solidly set into the floor and ceiling, the shrine can be opened. A character who inspects the bars finds the opening mechanism (a latch set beneath a loose, disguised stone in the floor) with a DC 19 Thievery check. With the latch released, the bars can be raised to the ceiling. They must be propped or held open; the spring mechanism that kept them raised is rusted open.

The carved table contains a compartment. The faint outline of a door can be seen by anyone who inspects it closely. It opens with a DC 19 Thievery

check. Inside are "grave goods" left by the scholars amounting to two random level 11 treasure parcels (*Rules Compendium*, page 301).

15. Inner Crypt

The inner crypt was the resting place of the library's most honored scholars, after its two founders. It contains many more tombs than the four pictured on the map. Many dozens of loculi (burial shelves) are carved into the walls.

When characters progress into the inner crypt, read:

The destruction in this chamber is even greater than it was in the first crypt. The walls are lined with burial shelves, but the remains of the dead have been dragged from their niches and torn to pieces. Bones and tattered funeral wrappings cover the floor. There is a door in the wall to your right. Doors stand in both of the far corners of the room, as well; the one on the right is smashed and lies in splinters in the doorway.

You can place a few more rot grub swarms in this room to keep the characters on their toes. Don't overdo it, because rot grubs are just a nuisance at this point.

Even a quick look at the smashed door shows that it was pushed into this room from the other side, not outward from this side.

The door in the northeast corner cannot be opened, because debris from the collapsed ceiling is heaped against it on the other side.

The door in the southwest corner is not locked or sealed. It is standing slightly ajar, but this fact won't be noticeable until someone approaches within 5 feet. The hinges are rusty, and the bottom of the door scrapes against the litter on the floor, so a DC 13 Athletics check is needed to push the door open.

16. Upper Crypt

This room is filled with standing shelves. It resembles a library, but these shelves held funerary urns containing ashes. Many of the urns have been smashed on the floor, but a few remain on the shelves.

A hole near the ceiling in the southwest corner leads to the burial preparation chamber (room 12). The spawn of Kyuss are aware of it, and might use it to cut the characters off from the stairwell (room 11) or to escape from the catacombs if the opportunity presents itself. It can be spotted with a DC 19 Perception check.

A secret door is hidden in the southeast corner of the upper crypt, behind one of the shelves. The shelf is tipped against the east wall; it looks typical of the destruction caused by the spawn of Kyuss, but Baelard tipped this shelf to help hide and block the door. Characters who search the shelves carefully or who look specifically for secret doors spot this one with a DC 19 Perception check. A general search of the room finds the secret door with a DC 27 Perception check. Besides being hidden, the door is sealed by Baelard's arcane lock.

17. Ulferth's Ritual Chamber

Here is where Ulferth conducted his blasphemous rituals. Most of his books and equipment were discarded by Baelard (tossed down the pit in room 18).

When characters enter the ritual chamber, read:

The room is dimly lit by sterile blue light. A bronze pot hangs from a chain in the center of the room, with a cold firepit beneath it. The ceiling and stone walls are blackened by soot.

A thin cloud of blue smoke hovers along the north wall near the floor. Inside it, you can barely make out the skeleton of a human lying on a thin mattress. A disintegrating silk tunic and leather belt sag on the bones. The arms are folded across the chest as if the body was placed there, or as if the person knew that death was near and was ready for it.

A staircase leads upward from the southeast corner. A small writing desk and a stool stand in the opposite corner, with a dozen or more moldering books and scrolls heaped next to them.

The body was that of Baelard the Defender. He was infected with the touch of Kyuss but fought off the effects for several weeks. Before his death, he performed the same ritual on himself that trapped Ulferth's will in the crystal globe (a unique offshoot of the Gentle Repose ritual). With his will trapped in the globe, Baelard could not become one of the spawn of Kyuss when he died.

The smoke surrounding the body is identical to the smoke inside the crystal globe that contains Baelard's will.

Baelard's Will: The crystal globe containing Baelard's will is in the bronze pot. Dark blue smoke or gas writhes inside it, lit by occasional sparks. When it sparks, the character holding it can make a DC 27 Perception check to notice the faint outline of a face in the swirling cloud. The eyes are closed, and the face has the appearance of restful repose. A DC 19 Arcana check reveals that the globe is a ritual containment vessel but communicates nothing about the nature of the ritual.

Baelard has been dead far too long for a Raise Dead ritual to be successful. If the globe is broken, however, his will flies back to the skeleton, which immediately reanimates as a son of Kyuss.

While his will is trapped in the sphere, Baelard's soul is trapped between life and death. He considered this fate preferable to becoming undead. Characters earn a quest reward for laying Baelard to rest. If he reanimates as a son of Kyuss, then killing that undead monstrosity releases his will for its final journey and accomplishes that quest. Characters should receive the full XP reward only if they understand this turn of events before it happens. If the globe is broken accidentally or if the characters don't understand what it is and what will happen when it's broken, award them only 300 XP for killing the son of Kyuss that Baelard's corpse becomes.

Alternatively, if the globe is brought intact to a major temple of a good or unaligned deity, priests there can lay Baelard's will to rest in a manner that will give the scholar his well-earned peace and eliminate any risk of his reanimating as an undead creature.

Finally, as a result of the rituals that bound them into these crystal spheres, Baelard's will and Ulferth's will are locked in eternal opposition. If both are smashed within moments of each other, the two crash together and are mutually annihilated in a burst of radiant energy that triggers the attack below. This is an effective way to eliminate Ulferth. It also annihilates Baelard and prevents him from being laid to rest, however, so the characters earn no quest reward for it.

Mutual Destruction (radiant)
Attack: Close burst 5 (creatures in the burst); +15 vs. Fortitude
Hit: 2d8 + 6 radiant damage, and the target can't spend healing surges (save ends).

Keys: Attached to Baelard's belt but tucked beneath his tunic is a leather pouch containing a small holy symbol of Ioun (Baelard used it to open his sealed doors) and five keys that unlock the iron gate and wooden cabinet in the Hall of Records, the wooden box containing Ulferth's will, and the door to room 18.

Baelard's Testament: Of the many books and scrolls in the room, only one has survived undamaged—Baelard's account of the struggle. It lies on the desk, enclosed in an ivory scroll tube that is sealed with wax, wrapped in oilskin, and tied shut with narrow strips of silk cloth. (The silk was torn from Baelard's tunic. A simple comparison of the two is enough to establish that.)

The scroll itself appears blank, because Baelard used the Secret Page ritual to conceal his notes. He hoped that they would be read only by someone knowledgeable in the ways of scholars. A character who examines the parchment closely notices the secret writing with a DC 19 Perception check. A character who glances at the parchment notices the secret writing if his or her passive Perception is 19 or higher.

If a character spots the writing and reads the scroll, give that player Handout 3.

18. Ulferth's Experiment

The stairs descend from the secret door to a narrow landing and a locked iron door. The lock can be picked with a DC 19 Thievery check, forced open with a DC 27 Athletics check, or opened with the key from Baelard's belt.

When characters open the door, read:

A gaping pit dominates this room. Foul-smelling mist stirs slowly a few feet below its lip. The sound of dripping water echoes faintly up the shaft.

This pit resulted from one of Ulferth's early experiments with his ritual. Instead of opening a chasm to the lair of the spawn of Kyuss, the experiment created this shaft that connects to a different, shallower system of caverns. As it happens, a cave roper is positioned near the bottom of the shaft when the adventurers arrive.

If characters listen carefully at the edge of the shaft for 30 seconds or more, a DC 19 Perception check lets them hear faint sounds of sloshing from below, and they won't be surprised when the cave roper attacks. Otherwise, it gets a surprise round.

Tactics: The cave roper has total concealment in the mist that fills the shaft. It strikes up the shaft with its tentacles to grab characters, then pulls anyone it grabs into the shaft. The fall to the bottom is 40 feet.

The roper hangs from the ceiling of the tunnel, so the range to it from room 18 is 35 feet (7 squares). If the roper drags two characters down the shaft, it withdraws its tentacles and doesn't strike at anyone else in the room until it has dealt with the first two victims down in its tunnel. The tunnel is 15 feet wide, 10 feet high, and extends indefinitely in both directions. It is completely dark. If one of the characters dragged down the shaft was holding a light that can be extinguished (a torch, lantern, or candle, for example, but not a sunrod), then the character must make a saving throw to keep the light from breaking or going out in the fall.

19. Lower Crypt

The lower crypt is much like the upper crypt. The walls are lined with shelves that contained urns of ashes until the spawn of Kyuss demolished them. Room 19 contains little else.

The hallway to the east is split by a chasm that drops 110 feet to the spawn of Kyuss's lair. The walls of the chasm can be climbed with a DC 20 Athletics check.

Five awakened rot grub swarms lurk inside this chasm. They might crawl out and attack while characters are exploring the lower crypt, or they might wait until characters move into the unused crypt or Ulferth's crypt and then join any fight that develops in one of those rooms. Alternatively, they might wait until the characters enter one of the adjoining crypts and then hide in the lower crypt to cut the characters off from the stairs, should they try to retreat to the outer or the inner crypt.

20. Ulferth's Crypt

When Ulferth completed his ritual, he was transformed from a human into a herald of Kyuss. When the Master of Studies performed the ritual that ripped Ulferth's will from his body and trapped it, the spawn carried the corpse to this unused chamber and sealed it behind a crudely manufactured portcullis.

When characters enter Ulferth's crypt, read:

The western end of this crypt is closed off by a crudely made iron grate set into the surrounding stone. Beyond the grate, dark red smoke churns constantly, filling the space from floor to ceiling and wall to wall.

The smoke here is identical to the smoke inside the crystal sphere from the Hall of Records. It swirls about Ulferth's corpse, which lies on the stone floor. Unlike the sphere, which contains Ulferth's will, no sparks of light illuminate this chamber.

A DC 19 Arcana check reveals that the smoke here is of the same nature as that in both Ulferth's and Baelard's spheres, if either of those have been examined. It also indicates that the smoke is the result of a ritual but reveals nothing else about that ritual.

The grate has no lock or hinges; it's not made to be opened. It can be wrenched out of the walls and floor with a DC 19 Athletics check.

The smoke is completely opaque, so Ulferth's body has total concealment in it. Characters won't be aware of the body unless they enter the smoke or probe with their hands or a pole.

Restoring Ulferth: If the sphere from the Hall of Records is broken open, Ulferth is reunited with his will and rises immediately as a herald of Kyuss. If the spawn got their claws on the sphere, Ulferth probably will be revived before the heroes reach this area. For a more dramatic entrance, one of the spawn could sneak into the lower crypt behind the characters and hurl the sphere over their heads into Ulferth's crypt to revive their herald in the intruders' presence.

Once Ulferth is restored, all the spawn in the crypts rush to his location. They fight to the death in his service. The exact number is left to you to decide. Ulferth, four sons of Kyuss, and four wretches of Kyuss make a tough level 14 encounter (5,400 XP). Reducing that to three sons of Kyuss and three wretches of Kyuss makes it a more manageable level 13 encounter (4,400 XP).

Restore Me!: If the sphere is in the possession of one of the characters when the heroes enter this crypt, the character becomes dominated (save ends).

The dominated character is immediately commanded to hurl the sphere into the roiling smoke, then to attack the other characters for as long as the domination lasts.

21. Unused Crypt

Like room 20, this crypt was prepared for future use. The spawn assemble here after they become aware of the characters' presence.

If spawn of Kyuss are still waiting here for Ulferth to be restored or for some other reason when characters enter the lower crypt, they can either rush to attack characters in that chamber or hide in the chasm (room 22) to see what develops.

Room 22 can be seen from the eastern end of the unused crypt. Characters must climb the chasm wall (DC 20 Athletics check) to reach room 22 from here. Because of the difference in elevation and the rubble piled in room 22, this chamber is almost 15 feet below the level of room 22.

The chasm here also extends 50 feet upward to emerge in room 10.

22. The Chasm

When characters have a chance to examine the room behind the inner crypt, read:

The back wall of this narrow chamber has collapsed, and heaped rubble fills much of the room. Beyond where the wall once stood is a gaping split in the earth that extends upward, downward, and to the north. Cool, damp air rises up from the cleft, bearing the stench of decay and faint scrabbling sounds.

The walls of the chasm can be climbed with a DC 20 Athletics check. The lair where the spawn of Kyuss dwell is 120 feet down. Room 10 on the upper level is 40 feet up.

The rubble clogging this chamber makes it impossible to get a running start for a long jump from here to room 21. Also note that the floor of room 21 is almost 15 feet lower than the rubble in this room.

The Spawn of Kyuss

The spawn of Kyuss dwell in deep subterranean lairs beneath the catacombs. They travel between the crypts and their lairs through the chasms. A few spawn are always present somewhere in the crypts, in rooms 14–16 and rooms 19–22. Unless characters take extraordinary measures to be quiet, the spawn will hear them by the time they reach the burial preparation chamber (room 12); the rubble that tumbles out of the stairwell makes a lot of noise. At that point, a mix of wretches and sons of Kyuss totaling six to ten creatures gathers in the unused crypt (room 21) and the creatures plan their attack. More can arrive anytime you need them.

If Ulferth has been released, then the spawn respond to his commands.

By entering the crypts, the characters unwittingly open the path to the surface and to the Hall of Records for the first time since Ulferth was trapped. While characters are exploring and fighting in the crypts, a handful of spawn try to slip past them and up the stairwell. Once there, they ransack the upper level in a search for the globe containing Ulferth's will. If it is still in the library, they will find it, return it to Ulferth's crypt (room 20), and revive him. If they can't bring the globe to the crypt, they smash it. The released will then flies back to Ulferth's body, accompanied by demonic screaming that can be heard throughout the dungeon.

The spawns' darkvision gives them a significant advantage in darkness. They take heavy risks to extinguish any lights, if the chance exists. They also smash every unlit lantern that they find.

Spawn of Kyuss are highly varied in appearance. Unless characters have studied them or encountered spawn before, the minions are indistinguishable from nonminions until they're attacked.

The four crypts are ideal spots for the spawn to attack.

The Outer Crypt: The spawn won't attack here while the characters are heading into the crypts, but they might try to trap the characters here on the way out. A few spawn can hide in room 13 to cut off that exit, or can get into the burial preparation chamber (room 12) through the crawlspace from the upper crypt (room 16).

The Inner Crypt: While characters are exploring the inner crypt, spawn can strike simultaneously through the doorway from room 22 and up the stairs from the lower crypt (room 19), catching characters between the two groups. If characters spend a long time in rooms 12-14, a few spawn might creep through the inner crypt and hide in the upper crypt, either to spring a three-pronged attack or to ambush the characters if they retreat into the upper crypt from fighting in the inner crypt.

The Upper Crypt: The spawn know that the crawlspace between rooms 12 and 16 is too narrow for most adventurers. Since they aren't aware of the secret door to rooms 17 and 18, they believe the upper crypt is a dead end for intruders. If the characters crowd into room 16, the spawn might just besiege them there, wait a few weeks for them to die, then enter and snack on the remains.

The Lower Crypt: Once characters descend to the lower crypt, the spawn can move through the inner crypt to cut off the stairs, then attack down the stairs and from the unused crypt simultaneously. Or they might attack down the stairs only, hoping some of the characters will tumble down the chasm between rooms 19 and 21.

About the Author

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Monsters

Vrock **Level 13 Skirmisher**
Large elemental humanoid (demon) XP 800

HP 132; **Bloodied** 66 **Initiative** +12
AC 27, **Fortitude** 25, **Reflex** 23, **Will** 23 **Perception** +13
Speed 6, fly 8 Darkvision

Standard Actions

⊕ **Claw** ✦ **At-Will**
Attack: Melee 2 (one creature); +18 vs. AC
Hit: 3d8 + 8 damage.

⸸ **Flyby Attack** ✦ **At-Will**
Effect: The vrock flies up to its speed and uses *claw* once during that movement. It does not provoke opportunity attacks when moving away from the target of the attack.

Triggered Actions

✧ **Spores of Madness** (poison) ✦ **Encounter**
Trigger: The vrock is first bloodied.
Attack (Free Action): Close burst 2 (enemies in the burst); +16 vs. Will
Hit: 3d10 + 6 poison damage, and the target is dazed (save ends).
Miss: Half damage.

Variable Resistance ✦ **2/Encounter**
Trigger: The vrock takes acid, cold, fire, lightning, or thunder damage.
Effect (Free Action): The vrock gains resist 10 to the triggering damage type until the end of the encounter or until it uses *variable resistance* again.

Skills Bluff +15, Insight +13
Str 23 (+12) **Dex** 19 (+10) **Wis** 15 (+8)
Con 20 (+11) **Int** 12 (+7) **Cha** 19 (+10)
Alignment chaotic evil **Languages** Abyssal

Son of Kyuss **Level 13 Brute**
Medium natural animate (undead) XP 800

HP 158; **Bloodied** 79 **Initiative** +7
AC 25, **Fortitude** 25, **Reflex** 23, **Will** 24 **Perception** +6
Speed 5 Darkvision
Immune disease, fear, poison; **Resist** 15 necrotic;
Vulnerable 5 fire, 5 radiant

Traits

☼ **Fear of Worms** (fear) ✦ **Aura 1**
Living creatures within the aura take a -2 penalty to attack rolls against the son of Kyuss.

Standard Actions

⊕ **Slam** (disease) ✦ **At-Will**
Attack: Melee 1 (one creature); +18 vs. **AC**
Hit: 2d10 + 10 damage, and the target is exposed to touch of Kyuss.

Minor Actions

✧ **Burrowing Worm** (disease, necrotic) ✦ **Recharge** ⚄ ⁞⁞
Attack: Close burst 1 (one living enemy in burst); +16 vs. Fortitude
Hit: The target takes ongoing 10 necrotic damage (save ends). In addition, the target is exposed to touch of Kyuss.
First Failed Saving Throw: The ongoing damage increases to 15.
Second Failed Saving Throw: The target is stunned, and the ongoing damage increases to 20 (save ends both).
Special: The corpse of any humanoid killed by this attack becomes a wretch of Kyuss at the start of the son of Kyuss's next turn. The wretch must be destroyed before the creature can be raised.

Str 21 (+11) **Dex** 13 (+7) **Wis** 11 (+6)
Con 18 (+10) **Int** 6 (+4) **Cha**18 (+10)
Alignment chaotic evil **Languages** –

Wretch of Kyuss **Level 13 Minion Brute**
Medium natural animate (undead) XP 200

HP 1; a missed attack never damages a minion. **Initiative** +7
AC 25, **Fortitude** 26, **Reflex** 23, **Will** 24 **Perception** +8
Speed 5 Darkvision
Immune disease, fear, poison; **Resist** 10 necrotic;
Vulnerable 5 radiant

Standard Actions

⊕ **Slam** (necrotic) ✦ **At-Will**
Attack: Melee 1 (one creature); +18 vs. AC
Hit: 13 necrotic damage.

Triggered Actions

✧ **Final Gift** (disease, necrotic)
Trigger: A melee or a ranged attack drops the wretch to 0 hit points.
Attack (No Action): Close burst 1 (creatures in burst); +16 vs. Fortitude
Hit: 10 necrotic damage, and the target is exposed to touch of Kyuss.

Str 21 (+11) **Dex** 13 (+7) **Wis** 15 (+8)
Con 18 (+10) **Int** 4 (+3) **Cha** 6 (+4)
Alignment chaotic evil **Languages** –

Ulferth, Herald of Kyuss **Level 16 Artillery**
Medium immortal animate (undead) XP 1,400

HP 116; Bloodied 58 **Initiative** +12
AC 28, **Fortitude** 26, **Reflex** 27, **Will** 28 **Perception** +11
Speed 6, fly 6 (hover) Darkvision
Immune disease, fear, poison; **Resist** 15 necrotic;
Vulnerable 5 fire, 5 radiant

Traits

☼ **Fear of Worms** (fear) ✦ **Aura 1**
Living creatures within the aura take a –2 penalty to attack rolls against the herald of Kyuss.

☼ **Writhing Host** (necrotic) ✦ **Aura 1**
Any enemy that starts its turn within the aura takes 10 necrotic damage.

Standard Actions

⊕ **Rotting Caress** (disease, necrotic) ✦ **At-Will**
Attack: Melee 1 (one creature); +21 vs. AC
Hit: 2d6 + 4 necrotic damage, and the target is exposed to touch of Kyuss.

Writhing Pronouncement (disease, necrotic) ✦ **At-Will**
Attack: Ranged 20 (one creature); +21 vs. Fortitude
Hit: 2d6 + 10 necrotic damage, and ongoing 5 necrotic damage (save ends). In addition, the target is exposed to touch of Kyuss.
First Failed Saving Throw: The ongoing damage increases to 10, and the target is dazed (save ends both).
Second Failed Saving Throw: The ongoing damage increases to 15, and the target is stunned instead of dazed (save ends both).
Special: The corpse of any humanoid killed by this attack becomes a wretch of Kyuss at the start of the herald of Kyuss's next turn. The wretch must be destroyed before the creature can be raised.

Eruption of Maggots (disease, necrotic, zone) ✦ **Encounter**
Attack: Area burst 2 within 10 (living creatures in burst); +21 vs. Fortitude
Hit: 2d6 + 6 necrotic damage, and ongoing 5 necrotic damage (save ends). In addition, the target is exposed to touch of Kyuss.
Effect: The burst creates a zone that lasts until the end of the encounter. Any living creature that enters the zone or ends its turn there takes 15 necrotic damage.

Str 11 (+8)	**Dex** 19 (+12)	**Wis** 17 (+11)
Con 14 (+10)	**Int** 6 (+6)	**Cha**22 (+14)

Alignment chaotic evil **Languages** –

Touch of Kyuss Level 16 Disease

Those who succumb to this hideous disease rise again as newly-born spawn of Kyuss.

Stage 0: The target is cured.
Stage 1: The target regains only half the normal hit points when it spends a healing surge. If it dies, it rises immediately as a wretch of Kyuss.
Stage 2: The target loses two healing surges. If it drops to 0 or fewer healing surges, it dies and rises immediately as a son of Kyuss.
Stage 3: The target dies and immediately becomes a son of Kyuss.
Check: At the end of each extended rest, the target makes an Endurance check if it is at stage 1 or 2.
19 or Lower: The stage of the disease increases by 1.
20–24: No change.
25 or higher: The stage of the disease decreases by 1.

Rot Grub Swarm **Level 4 Brute**
Medium natural beast (swarm) XP 175

HP 63; Bloodied 31 **Initiative** +3
AC 15, **Fortitude** 15, **Reflex** 14, **Will** 15 **Perception** +2
Speed 5 Darkvision
Resist half damage from melee and ranged attacks;
Vulnerable 10 against close and area attacks

Traits

☼ **Swarm Attack ✦ Aura 1**
Any enemy that starts its turn within the aura takes 5 damage plus 2 extra damage for each additional rot grub swarm adjacent to the enemy.

Swarm
The rot grub swarm can occupy the same space as another creature, and an enemy can enter its space, which is difficult terrain. The rot grub swarm cannot be pulled, pushed, or slid by melee or ranged attacks. It can squeeze through any opening that is large enough for at least one of the creatures it comprises.

Clumsy Attacker
The rot grub swarm lacks a melee basic attack.

Standard Actions

Infesting Bite ✦ At-Will
Attack: Melee 1 (one creature); +9 vs. AC
Hit: Ongoing 5 damage (save ends).
First Failed Saving Throw: Ongoing 10 damage (save ends).
Second Failed Saving Throw: Ongoing 15 damage (save ends).

Str 10 (+2)	**Dex** 13 (+3)	**Wis** 11 (+2)
Con 13 (+3)	**Int** 2 (-2)	**Cha** 4 (-1)

Alignment unaligned **Languages** –

Awakened Rot Grub Swarm **Level 10 Brute**
Medium natural beast (swarm) XP 500

HP 123; Bloodied 61 **Initiative** +6
AC 21, **Fortitude** 20, **Reflex** 19, **Will** 22 **Perception** +5
Speed 5 Darkvision
Resist half damage from melee and ranged attacks;
Vulnerable 10 against close and area attacks

Traits

☼ **Swarm Attack ✦ Aura 1**
Any enemy that starts its turn within the aura takes 10 damage plus 2 extra damage for each additional rot grub swarm adjacent to the enemy.

Swarm
The awakened rot grub swarm can occupy the same space as another creature, and an enemy can enter its space, which is difficult terrain. The awakened rot grub swarm cannot be pulled, pushed, or slid by melee or ranged attacks. It can squeeze through any opening that is large enough for at least one of the creatures it comprises.

Clumsy Attacker
The awakened rot grub swarm lacks a melee basic attack.

Standard Actions

Infesting Bite ✦ At-Will
Attack: Melee 1 (one creature); +15 vs. AC
Hit: Ongoing 10 damage (save ends).
First Failed Saving Throw: Ongoing 15 damage (save ends).
Second Failed Saving Throw: Ongoing 20 damage (save ends).

Psychic Shock ✦ Recharge ⚃ ⚄ ⚅
Attack: Close burst 2 (enemies in burst); +13 vs. Will
Hit: The target is immobilized until the end of the awakened swarm's next turn.

Minor Action

Telepathic Lure ✦ At-Will (1/round)
Attack: Ranged 5 (one creature); +13 vs. Will
Hit: The swarm pulls the target 4 squares.

Str 10 (+5)	**Dex** 13 (+6)	**Wis** 11 (+5)
Con 13 (+6)	**Int** 8 (+4)	**Cha** 4 (+2)

Alignment evil **Languages** Deep Speech, telepathy 10

Cave Roper **Level 12 Elite Controller**
Large elemental magical beast (earth) XP 1,400

HP 252; Bloodied 126 **Initiative** +7
AC 26, **Fortitude** 26, **Reflex** 21, **Will** 23 **Perception** +9
Speed 2, climb 2 (spider climb) Darkvision
Saving Throws +2; **Action Points** 1

Traits

Tentacle Release
Before a creature makes an attack roll against the roper, it can choose to target one of the roper's tentacles. The tentacles use the same defenses as the roper. If the attack hits, it does not deal damage or otherwise affect the roper, but one of the roper's grabs end (of the attacker's choice).

Stony Body
The roper can retract its tentacles and closes its eye and mouth to resemble a natural rock formation. While the roper is on a horizontal rock surface, a creature must succeed at a DC 28 Perception check to see through the roper's disguise.

Standard Actions

Tentacle ✦ At-Will
Requirement: The roper must have fewer than two creatures grabbed.
Attack: Melee 10 (one creature); +15 vs. Reflex
Hit: 2d8 + 9 damage, and the roper grabs the target (escape DC 20). Until the grab ends, the target is weakened.

Double Attack ✦ At-Will
Effect: The roper uses *tentacle* twice.

Bite ✦ At-Will
Attack: Melee 1 (one creature grabbed by the roper); +17 vs. AC
Hit: 4d12 + 12 damage.
Miss: Half damage.

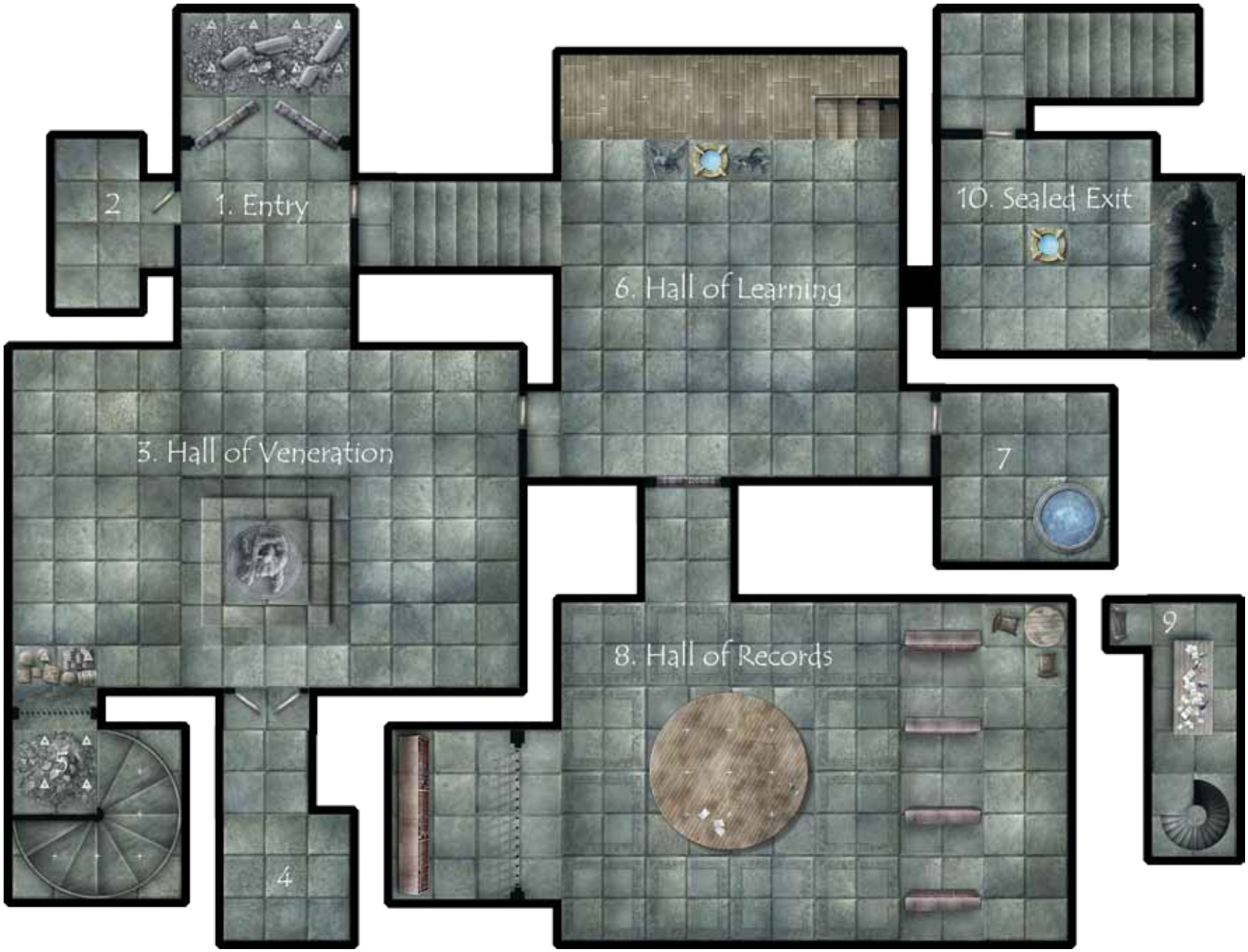
Minor Actions

Reel ✦ At-Will (1/round)
Attack: Melee 10 (each creature grabbed by the roper); +17 vs. Fortitude
Hit: The roper pulls the target up to 5 squares.

Skills Stealth +12

Str 19 (+10)	**Dex** 12 (+7)	**Wis** 16 (+9)
Con 22 (+12)	**Int** 11 (+6)	**Cha** 9 (+5)

Alignment evil **Languages** Primordial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1. Entry
6. Hall of Learning
10. Sealed Exit
3. Hall of Veneration
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8. Hall of Records
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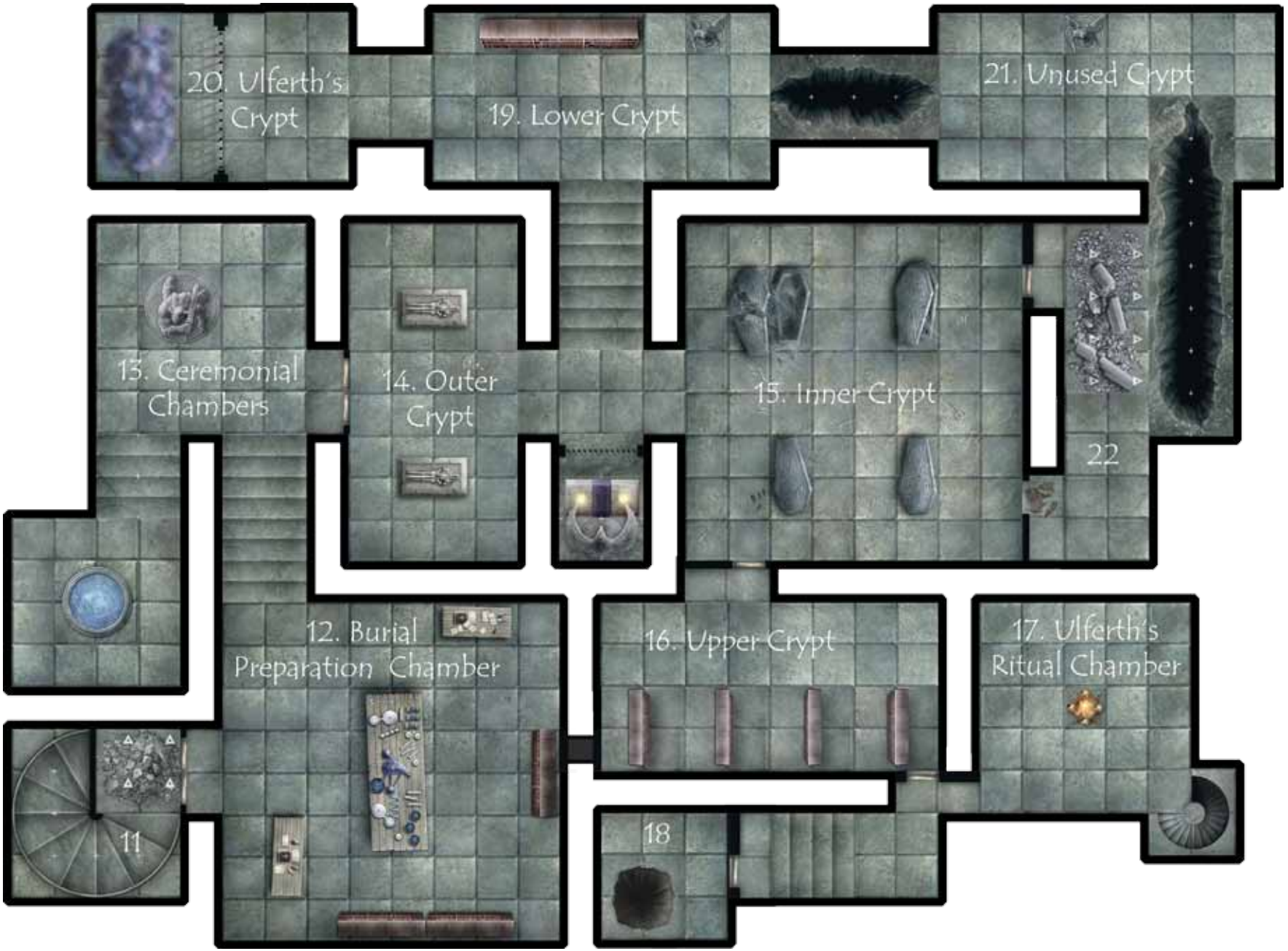
20. Ulferth's Crypt
19. Lower Crypt
21. Unused Crypt
13. Ceremonial Chambers
14. Outer Crypt
15. Inner Crypt
22
12. Burial Preparation Chamber
16. Upper Crypt
17. Ulferth's Ritual Chamber
11
18

Since Ulferth's promotion to Master of Records, his behavior has troubled me more and more. I presented my concerns to Hughgren, Master of Studies, yesterday evening. He dismissed them as unsupported observations.

As Defender, I am charged with observing and reporting impartially. If the Masters will not hear my reports at this time, then I consider it my duty to maintain a written record of events for the future.

My fear is that Ulferth's undeniable brilliance and his unimpeachable scholarship, which fueled his rapid rise to prominence among this region's most accomplished sages, have blinded the library's Masters to less apparent, but no less real, issues.

My greatest fears revolve around the following facts.

- I have observed Ulferth nightly leaving his chamber in the upper quarters after the hour of repose. He inevitably descends beneath the library.
- There he spends hours in the burial preparation chamber.
- On many of these forays, he also enters the crypts alone, in the dead of night, for hours at a time.
- Most troubling of all, on some occasions he has disappeared completely. My searches of the library, the ceremonial chambers, and even the crypts have failed to find him. Perhaps he has a hidden means of entering and leaving the catacomb; perhaps he has a concealed sanctum somewhere in or connected to the structure. Both possibilities are unsettling.

As Ulferth's friend, it pains me to write these things. He refuses to talk to me now. Out of fear for him and concern for the library, this mystery demands investigation.

--Baelard, the Defender

Ulferth--

I do not know where you are as I write this, but as you see by this note, I have unraveled your knot of deceit.

Pride has blinded you to what should have been obvious. Your notes describe the creature who meets you in the night, who reveals to you the hidden knowledge that fills your acclaimed writings. This creature is no messenger of Ioun, as you claim! Surely some part of you knew this, or you would have disclosed the creature's existence to your peers in the Hall of Learning.

That it provided for you these hidden chambers within the library itself, yet unknown to any but you, is only more proof that you have dealt with a demon, or a devil, but not the messenger of a deity.

All of this I learned from your own writings that I discovered here. Where your research will lead, I am unable to discern. I am only the Defender; the terrible revelations of this demon have ushered your mind to realms of knowledge where my intellect cannot go. I must present what I have found here to the Masters of the library and let them judge its meaning.

Until the Masters are fully informed, I beg you as a friend and colleague, when you read this--do nothing. If the demon comes to you, drive it away. If it encourages you to proceed with your experiment, resist. Delay is your salvation now. The Masters can help you, but only if you do not proceed down the path the creature has laid for you.

--Baelard, the Defender

This tragedy draws to a close. I will record what I recall of events, while strength to do so remains.

Time is difficult to reckon in this subterranean prison. As I judge it, today (tonight?) marks the fourth week since Ulferth's ritual split the earth and the creatures spewed up from below. Whether that was his intent, or whether he was entirely deceived by the demon, is impossible to say.

The Masters fought back as best they could, but we were a community of scholars. I alone was a man of the sword, and the years of war were long behind me.

When it was apparent that the battle was lost, we sealed the crypts, then the stairs, and finally the exits to the best of our ability. Those few who were uninfected set out for help, but no help came. The creatures that escaped before our barriers were complete must have killed our messengers on the road.

I know now, though we did not understand then, that the creatures were the spawn of Kyuss, the Worm that Walks. To die beneath their reeking claws, or of their wounds, means becoming like them. One by one, that fate befell my wounded brethren, until I alone remained. Why I survived so much longer than they, I do not know, but now my time is over.

Before his death, the Master of Studies recalled a ritual, and in desperation, he used it to trap the will of Ulferth in a planet of glass. While the will remains trapped, Ulferth does not live. While he does not live, he cannot be killed.

The Master's book is here with me, and I will perform the ritual upon myself minutes from now. Will I die? My spirit will neither travel nor know reward, but Kyuss will be denied me as a slave. This is my victory.

--Baelard, the Defender

Eye on Dark Sun

The Mahin'drazal

By Rodney Thompson ✦ Illustration by Eric Belisle

Any dune trader can tell you that travel along Athas's few roads is only slightly less risky than forging out across the wilderness. Bandits and brigands roam the trade routes, falling upon those who travel without sufficient protection. Slavers lie in wait to pounce on those who get lost or become abandoned, snatching them up to sell in the slave market of the nearest city-state. Such threats pale in comparison to the creatures of Athas that are bold enough to attack caravans, or to sneak into a guarded camp at night and snatch a single victim. Belgoi, for example, have been known to lure away caravan guards standing night watch, leaving their charges exposed to all manner of nocturnal threats.

It is rare to find any bastion of safety outside the city-states or the fortress-warehouses along trade routes. Perhaps that is why the Mahin'drazal has lured in as many victims as it has; respite is such a welcome sight to weary and strained travelers that they fail to see the warning signs.

The Mahin'drazal appears to be a modest-sized, well-fortified roadhouse. When travelers approach it, they must stop at a bone gate attached to a defensive palisade made of sharpened wooden posts. There,

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mute human guards inspect the travelers and their animals and carts, then wave them through to the inner courtyard, where animals and goods can be safely housed.

From there, the inviting warmth of the roadhouse beckons. The building is a single story, and appears to be made of mud bricks with clay shingles for a roof. Light spills out the narrow windows at nighttime, and music fills the area at all hours.

More mute human guards stand watch around the exterior of the roadhouse while several archers sit or crouch on the roof, bows at the ready. The entire area around the roadhouse is defended well. It appears as though the owner has no illusions about the relative safety of her establishment. To travelers who have spent days on the ragged edge of self-defense along the desolate trade routes, a place such as this is a welcome haven.

Inside, travelers find a cadre of mute servants ready to cater to their every need. Music, food, and drink can be had in the common area. Private rooms with comfortable beds are located in the rear. A section of bath chambers and smoke rooms has been set aside for those willing to pay a premium.

The mute servants will cater to any request they can accommodate. The only person in the roadhouse who speaks is the proprietor, Zindriel, a beautiful female who is seldom overdressed. Slightly pointed ears give Zindriel an elven appearance, but her ethnicity is hard to pinpoint. She shrewdly negotiates the cost of every stay, with prices depending on the number of animals and wagons in the caravan and the perceived value of the caravan's cargo. When negotiations are complete, she plies travelers with everything from broy (for the common folk) to wine (for wealthy merchants).

The Secrets of the Mahin'drazal

Most travelers who visit the roadhouse have no idea how much trouble they are in. Zindriel is not the elf proprietor she pretends to be. In truth, she is a cunning sand bride. Where other sand brides are too caught up in their hate of intelligent creatures to be so elaborate, Zindriel has slowly built up a nigh-impenetrable facade around her roadhouse, which acts as a perfect trap for unsuspecting travelers. Many of those who fall prey to her become part of the trap themselves; they are doomed to serve alongside the mute guards protecting the place.

Like all sand brides, Zindriel blames the intelligent races of Athas for the destruction of her homeland. Some say that Zindriel was once a powerful queen among fey creatures, and that the force that destroyed her home also killed most of her subjects. Zindriel, however, knew something that her fellow sand brides did not: the value of patience, planning, and caution. Rather than wasting her time creating illusions of oases and trading posts, Zindriel set to work discovering new magic that could charm the mind permanently, and she researched ways to make structures bend to her command.

Part of the reason the Mahin'drazal continues to capture travelers is that only Zindriel and her guards know the name Mahin'drazal. When travelers approach, the sign outside the roadhouse holds one of hundreds of names; the Red Kank, the Sleeping Dragon, the Wayside Roadhouse, the Riverbed, and the Palace of Rest are all names that have been associated with the Mahin'drazal. As a result, tales about the place have been confused at best, with the few travelers who have survived the experience being unable to agree on the place's name.

Zindriel has the ability to move the entire edifice and its inhabitants from one place to another. As she gains more servants, doing this becomes more difficult for her, though with some effort she can still transport the Mahin'drazal from one crossroad to another halfway across the Tyr region. On the rare occasion when someone escapes from her clutches and alerts the authorities of the nearest city-state, the complex is long gone by the time the sorcerer-king's agents arrive. Zindriel has also scouted a number of remote locations across the wilderness of Athas to where she can transport the Mahin'drazal, far from the prying eye of the sorcerer-kings. These appearances have generated their own set of tales: Nomadic slave tribes in the deep desert tell stories of a mysterious roadhouse that sometimes appears atop a nearly inaccessible cliffside, or deep within a canyon where no road leads.

Though Zindriel is a powerful magic wielder, she uses more than enchantment to pull off her dark entrapment of travelers. Far from the civilized areas of Athas, so deep into the desert that most maps show no detail of the area, are oases of verdant growth that are said to be remnants of places where Athas made contact with the Lands Within the Wind (before those lands were burned away by defiling magic). In these oases grows a flower called dreamclay, which blossoms once every six years. The petals of the plant can be crushed into a fine powder that has a remarkable effect when consumed by natural creatures. The flower not only causes the creature to slip into unconsciousness, but it also makes the mind of the creature extremely malleable during this long sleep.

Zindriel, Sand Bride **Level 10 Elite Controller**
Medium fey humanoid XP 1,000

HP 200; **Bloodied** 100 **Initiative** +8
AC 24, **Fortitude** 20, **Reflex** 22, **Will** 24 **Perception** +14
Speed 8, burrow 6 Darkvision
Immune disease, poison
Saving Throws +2 (+4 against restrained, immobilized, and slowed); **Action Points** 1

Traits

Ensorcelling Magic
When Zindriel would kill a creature with psychic damage, she can choose not to kill that creature, and instead the creature permanently becomes either a Mahin'drazal archer, a Mahin'drazal guard, or a Mahin'drazal servant (Zindriel's choice). The creature does not regain hit points when this change occurs, but it can regain hit points as normal.

Sandform Body
Zindriel ignores difficult terrain.

Standard Actions

Dehydrating Touch (necrotic) ✦ **At-Will**
Attack: Melee 1 (one creature); +13 vs. Fortitude
Hit: 2d8 + 9 necrotic damage, and the target takes a -2 penalty to all defenses until the end of Zindriel's next turn.

Sand Blast ✦ **At-Will**
Attack: Melee 4 (one creature); +13 vs. Reflex
Hit: 1d10 + 9 damage, and Zindriel pushes the target up to 4 squares.

Double Attack ✦ **At-Will**
Effect: Zindriel makes two melee basic attacks.

Ego Bore (psychic) ✦ **At-Will**
Attack: Ranged 10 (one creature); +13 vs. Will
Hit: 2d10 + 7 psychic damage, and the target gains vulnerable 5 psychic until the end of Zindriel's next turn. If the target is already vulnerable to psychic damage, increase the vulnerability by 5 (maximum 30).

Sand Drown ✦ **Recharge** ⚄ ⚅
Attack: Area burst 1 within 10 (enemies in the burst); +13 vs. Reflex
Hit: 3d10 + 10 damage, and the target is restrained (save ends).

Insidious Mirage (illusion, zone) ✦ **Encounter**
Effect: Zindriel creates a zone in an area burst 4 within 10 squares that lasts until the end of the encounter. The zone is difficult terrain for enemies. When an enemy ends its turn in the zone, Zindriel can slide it up to 2 squares as a free action. Zindriel can move the zone up to 4 squares as a minor action.

Minor Actions

Animate Puppet (healing) ✦ **Encounter**
Effect: Zindriel chooses a dead Mahin'drazal archer ally, Mahin'drazal guard ally, or Mahin'drazal servant ally within 10 squares of her. That ally returns to life and can spend a healing surge.

Deceptive Veil (illusion) ✦ **At-Will**
Effect: Zindriel can disguise herself to appear as any Medium humanoid, usually a female of any race. She retains her statistics in her new form. Her clothing, armor, and other possessions do not change. A successful Insight check (opposed by Zindriel's Bluff check) pierces the disguise.

Skills Arcana +13, Bluff +15, Insight +14, Stealth +13

Str 11 (+5)	**Dex** 17 (+8)	**Wis** 18 (+9)
Con 12 (+6)	**Int** 17 (+8)	**Cha** 20 (+10)

Alignment chaotic evil **Languages** Common, Elven

Zindriel makes sure that all travelers that come to the Mahin'drazal consume a dose of dreamclay powder. Then, as they sleep, she begins working her magic on their minds, transforming them into her slaves. Anyone who shows any fighting skill or toughness is turned into one of the guards that watches over the Mahin'drazal. Anyone who seems weak or delicate becomes a servant in the roadhouse. Those who show any aptitude for either arcane magic or the Way are killed in their sleep. Because Zindriel's realm was destroyed by spellcasters, she has only disgust for their kind. Those skilled in the Way can sometimes shield their minds against her tampering, even when they are rendered unconscious by the dreamclay, and she cannot risk having servants who resist her will.

Dreamclay Powder **Level 10 Poison**
The crushed petals of a desert flower known as dreamclay cause unconsciousness, making the victim a perfect target for psionic attacks.

Poison 1,000 gp
Attack: +13 vs. Fortitude; the target is dazed (save ends). A successful saving throw has no effect against this condition, but a failure worsens it.
First Failed Saving Throw: The target is stunned instead of dazed (save ends). A successful saving throw has no effect against this condition, but a failure worsens it.
Second Failed Saving Throw: The target falls unconscious for 8 hours, instead of being stunned. The target regains consciousness if it takes nonpsychic damage while it is bloodied.
Special: Dreamclay is an ingested poison. The poison makes its attack 5 minutes after a creature consumes a dose of it. A successful DC 26 Nature check or Perception check can reveal the presence of dreamclay in food or drink to someone actively searching for it.

ZINDRIEL'S PLANS

Zindriel is not content to fall upon travelers and make them her slaves; she is building an army. The sand bride believes that she is nearly strong enough for her fortress to become the center of a new city-state, with her mute minions as its first citizens. She is proceeding cautiously, lest she awaken the ire of the sorcerer-kings. Zindriel's dream is to rule over a city-state filled with subjects under her mental domination, and she hopes to wield enough influence to challenge the other city-states and reclaim some of her lost rulership.

For now, she is expanding the Mahin'drazal. Currently, it is a large roadhouse, but soon it will be a modest village. Eventually, it could grow too large for her to move from place to place as she does now. Zindriel has already started scouting for a permanent location. Her intention is to choose an existing village or town, take it by force, absorb its buildings into the Mahin'drazal, and convert its inhabitants into slaves. From there, it's only a matter of time before she can dispense with the charade of welcoming travelers under false pretenses and instead set her guards upon them from the beginning.

Mute Guards

The guards and servants in the Mahin'drazal have had their minds crushed and then remolded by Zindriel with the help of dreamclay. As a result, most retain only glimmers of their original personality. These guards never speak, always obey Zindriel unflinchingly and without hesitation, and display no emotions. Even in the heat of combat, their faces remain slack and their eyes glassy. Though they are still just as skilled as they ever were, they appear to be acting on instinct, rather than with any conscious thought.

Mahin'drazal Guard — **Level 10 Soldier**
Medium natural humanoid — XP 500

HP 106; **Bloodied** 53 — **Initiative** +10
AC 26, **Fortitude** 24, **Reflex** 22, **Will** 21 — **Perception** +13
Speed 6
Immune fear

Traits

Devoted of Zindriel
Any time the guard is hit by an attack against its Will, the guard takes damage as normal, but ignores all other effects of the attack.

Standard Actions

Longsword (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +15 vs. AC
Hit: 2d8 + 9 damage. If the target is adjacent to Zindriel, the target takes 2d8 extra damage from the attack.

Dagger (weapon) ✦ **At-Will**
Attack: Ranged 5 (one creature); +15 vs. AC
Hit: 4d4 + 8 damage.

Triggered Actions

Coordinated Fighting ✦ **At-Will**
Trigger: An enemy adjacent to the guard shifts or uses an attack power that does not include a Mahin'drazal guard as a target.
Effect (Immediate Interrupt): The guard makes a melee basic attack against the triggering enemy.

Str 21 (+10)	**Dex** 17 (+8)	**Wis** 16 (+8)
Con 18 (+9)	**Int** 10 (+5)	**Cha** 6 (+3)

Alignment unaligned — **Languages** understands Common and Elven
Equipment leather armor, wooden buckler, bone longsword, 6 bone daggers

Mahin'drazal Archer — **Level 10 Artillery**
Medium natural humanoid — XP 500

HP 85; **Bloodied** 42 — **Initiative** +11
AC 24, **Fortitude** 22, **Reflex** 24, **Will** 21 — **Perception** +13
Speed 6
Immune fear

Traits

Devoted of Zindriel
Any time the archer is hit by an attack against its Will, the archer takes damage as normal, but ignores all other effects of the attack.

Standard Actions

Dagger (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +15 vs. AC
Hit: 4d4 + 4 damage.

Longbow (weapon) ✦ **At-Will**
Attack: Ranged 20 (one creature); +17 vs. AC
Hit: 2d8 + 9 damage, or if the target is adjacent to Zindriel, 4d8 + 9 damage, and the archer pushes the target up to 2 squares.

Triggered Actions

Fleeing Shot (weapon) ✦ **At-Will**
Trigger: An enemy ends its turn adjacent to the archer.
Effect (Immediate Reaction): The archer shifts up to 3 squares, then makes the following attack.
Attack: Ranged 5 (the triggering enemy); +17 vs. AC
Hit: 2d8 + 9 damage, and the target falls prone.

Str 13 (+6)	**Dex** 22 (+11)	**Wis** 16 (+8)
Con 19 (+9)	**Int** 10 (+5)	**Cha** 6 (+3)

Alignment unaligned — **Languages** understands Common and Elven
Equipment leather armor, longbow, obsidian dagger

Mahin'drazal Servant	**Level 5 Minion Brute**
Medium natural humanoid	XP 50
HP 1; a missed attack never damages a minion.	**Initiative** +6
AC 17, **Fortitude** 17, **Reflex** 18, **Will** 17	**Perception** +4
Speed 6	
Immune fear	
Standard Actions	
⊕ **Improvised Club** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +10 vs. AC	
Hit: 6 damage.	
Triggered Actions	
Sacrifice for Zindriel ✦ **Encounter**	
Trigger: An enemy hits Zindriel with a melee or a ranged attack while Zindriel is within 6 squares of the servant.	
Effect (Immediate Interrupt): Zindriel shifts 1 square as a free action, and the servant can shift up to its speed to the square Zindriel vacated. If the servant does so, the triggering attack hits the servant instead of Zindriel.	
Str 10 (+2) **Dex** 18 (+6) **Wis** 14 (+4)	
Con 14 (+4) **Int** 10 (+2) **Cha** 6 (+0)	
Alignment unaligned **Languages** understands Common and Elven	

About the Author

Rodney Thompson is an RPG designer at Wizards of the Coast, originally from Chattanooga, Tennessee. His credits for the Dungeons & Dragons® game include *Monster Manual® 3*, the *Dark Sun® Campaign Setting*, *Heroes of the Fallen Lands™*, *Heroes of the Forgotten Kingdoms™*, and *Monster Vault™*.

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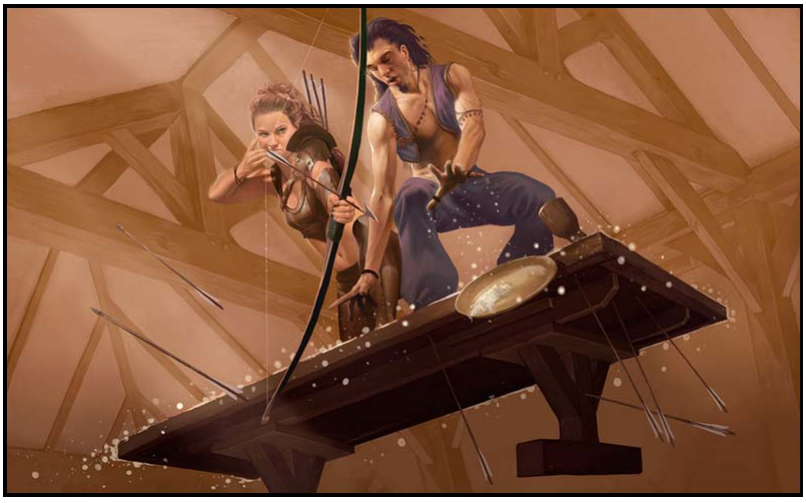
Table for Two

Dungeon Editorial

by Steve Winter

It sometimes happens that we commission a terrific illustration that, for one reason or another, can't be used for its original purpose. We never let them go to waste. Sometimes we stare at an illo for a while, decide what concept goes with it, and commission that article from one of our frequent contributors. At other times, we pick a few reliable writers, send the illo to them, and ask what they'd do with it. This month, partly because we're curious to see what happens and partly because we've been staring at this illo for so long, we're opening that process to the world.



The illo in question is the one you're looking at (click on it for an enlarged view). We really like it because it's just so *odd*, and we were very sad when the intended article didn't pan out. Since then, we've been wondering what to do with it. Now it's your turn to wonder. Stare at it; ponder it; and when you think you know what article would be perfect for it, send an email to submissions@wizards.com with the subject "The Table." You can propose an adventure, a backdrop, a class acts, a bazaar of the bizarre, an ecology of, something for the *Demonomicon* or the Court of Stars, or whatever else strikes a spark in your brain. Proposals aren't limited to *Dungeon* just because that's the label at the top of this editorial. In fact, the illo was originally intended for use in *Dragon*. It's sufficiently unusual that no one should feel too pigeonholed by it.

Submissions should be concise, but there's no specific word limit; use as many as you need to communicate the idea. If your proposal involves game mechanics, include an example or two so we have a basis for evaluation. An outline of what you'd actually put into the article is better than a vague description of the article's theme.

Be sure to include your real name; we don't like talking to email addresses.

We'll contact the top contenders and ask for more fleshed-out proposals before settling on the finalist. As with any article proposal, there will be some back-and-forth fine-tuning between us and the author before everything is ironed out. When it's all done, your article will be in *Dragon* or *Dungeon*, you'll be richer to the tune of 7 cents/word, and we'll have found a use for this crazy illo.

You have until March 26 to get your idea or ideas into our inbox. If you send more than one, we'd prefer to get each in its own email.

Fire up the Mountain Dew, the M&Ms, the dried mangoes, or whatever else stirs your imagination, and tell us what this picture is about.

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March Adventure Hooks

Doing Your Groundwork

Every adventure begins with a subtle or not-so-subtle hook—that carrot or stick which motivates the characters to risk their lives for gold, glory, or the greater good. Some hooks are instantaneous and unavoidable. When a dragon drops from the sky into a screaming dive straight toward you, the adventure is on whether you like it or not. Most adventures, though, benefit from having some groundwork laid before the main structure gets built. Clues need to be sprinkled in the characters' paths, rumors whispered in their ears, unsigned notes left in their saddlebags, or magic relics of unknown origin discovered in a forgotten tomb or delivered to their rooms in the dead of night. These types of hooks are most effective when players have time to wonder about them for a few game sessions before their meaning becomes clear.

That's the purpose of this article. It presents the hooks and rumors you can sprinkle around the inn weeks before launching characters into an adventure. If you inadvertently insert a few leads into the game which never pan out, you've still made the world feel like a bigger place than your dining room table.

The Legacy of Baelard

"The Legacy of Baelard" is an adventure for characters of levels 10 to 12. Because the action is almost entirely underground, it can be used in any campaign, including the Chaos Scar. The setting for "The Legacy of Baelard" is the catacombs beneath the ruined Library of Highforest.

History

Generations ago (or centuries, depending on the campaign), the Library of Highforest was a small center for learning operated by scholars and a few priests of Ioun. Being invited to study or teach at this remote, isolated institute was the honor of a lifetime, and being interred in the catacombs beneath the library was the reward for a life devoted to knowledge.

Tragically, a scholar named Ulferth fell under the influence of a demon that served Kyuss. In his madness, Ulferth drew a horde of nightmare creatures up from the depths beneath the catacombs. Spawn of Kyuss overran the library, and no one escaped to tell the world what happened there.

One of the scholars—Baelard the Defender—survived much longer than the others. He recorded what he knew about the horrors trapped in the catacombs and left clues concerning how they might be defeated. Those clues will be invaluable to the characters.

In a Points of Light campaign, the library itself is lost and forgotten. Other than a handful of historians, no one even remembers that it existed. The location was remote even at the library's height. Now, the ruins probably lie well outside the limited extent of civilization.

In a campaign with more established civilizations, such as Faerun or Eberron, the location should still be remote.

It's more likely that a group of sages will be searching for the library in those settings, because it's less likely that it would have been entirely lost to history.

Hooks

Characters can be drawn into this adventure in a number of ways.

Trouble in the Area: Vrocks have taken up residence in the ruins, and they are an obvious source of trouble that could draw adventurers to the area. The demons might prey on woodsmen working in the nearby forest or traders traveling on nearby roads. The spawn of Kyuss are another possibility. If they have forced their way out of the crypts through a secondary exit, then they might also be working their evil against anyone in the surrounding territory. Characters could be approached directly by nonplayer characters who are seeking help against the monsters, or they could encounter rumors of the trouble that have spread outside the affected area.

Hired Investigators: The Library of Highforest has been entirely forgotten by most people, but a handful of sages might still be interested in its fate. Any of these could hire sturdy adventurers to follow up on leads garnered from crumbling manuscripts or divination rituals. Such patrons might not be entirely trustworthy. Followers of Kyuss have at least as much interest in relocating the library as anyone else.

Visions: Baelard the Defender is frozen in eternal stasis beneath the library, but his spirit might still be active in some limited way. In that case, when the characters' travels bring them into the vicinity of the ruined library, Baelard reaches out to them in the form of visions in which he reveals cryptic clues about the library. These clues could be visions of the tower as it once stood, insights of lost lore with hints that more can be found nearby, or scenes of the spawn of Kyuss killing the scholars of the library, without indicating how long ago these events happened.

Accidental Discovery: Adventurers could simply stumble upon the ruins during one of their journeys through a remote forest. They might also spot the vrocks circling in the distance, or be attacked by them, and follow the demons to their lair in the ruins.

The Devil's Due

"The Devil's Due" is an adventure for characters of levels 17 to 19. It is suitable for any campaign in which the characters are likely to visit the Astral Sea and make a trip aboard an astral ship.

The Situation

The captain of the astral ship *Gleaming Endeavor* is not an evil man. In fact, Graf Aubren prides himself on always making his deliveries of precious goods across the Astral Sea without damage or loss. Over the years, his reputation as an honest and scrupulous captain has brought him cargos of immense value and importance from many influential denizens of the planes above. Thus it came as no surprise when he was approached by a smooth-voiced devil representing a client "who would prefer to remain nameless" to transport goods of great rarity and value to a point across the Astral Sea.

Captain Aubren had never lost a cargo, and he had no intention of losing one now. With visions of wealth beyond imagining and a plan in mind, Captain Graf Aubren signed his deal with the devil.

Now he needs to reinforce his crew with experienced adventurers for one final voyage. While they might cost the captain a considerable sum of money and probably won't even be necessary, the captain can afford the extra protection, considering the wealth he will gain at the end of this journey.

Hooks

Player characters need to be gotten aboard Captain Aubren's vessel, *Gleaming Endeavor*. The simplest way to do

this is to let Captain Aubren hire them as guards, as noted in the first hook. Another is to give the characters a reason to cross the Astral Sea that is unrelated to this adventure, such as a pre-existing major quest. Any astral voyage carries the possibility of a run-in with raiders, but if the process of booking passage is downplayed correctly, the players shouldn't anticipate anything more than the usual amount of risk.

Rumors of Raiding: Rumors have begun circulating that astral vessels are falling prey to Quom raiders who seem to be searching for something in particular. When the time comes for *Gleaming Endeavor* to depart, Captain Aubren approaches the characters with an offer of employment as shipboard security. He explains that he is concerned about the raiders, but he is chiefly focused on safeguarding his cargo.

Seeking Passage: If the characters need to book passage on a ship for their own reasons, present players with a choice of several generic astral ships currently in port. You are the best judge of what approach is most likely to attract the characters. Some players will automatically sense a trap and shy away from "the most honest and reputable captain we know." Here are a few ways to steer players toward a particular ship.

- *Gleaming Endeavor* might be the only ship headed in their direction. Others would either cost considerably more (a "rerouting surcharge") or take considerably longer (because they intend to make other stops first).
- If characters ask around the dockside businesses, they will get better reports on Captain Aubren than on any of the other captains. For example:
    - "Captain Glyvrick is a fine astral sailor, no doubt about it. Captain Jace, he might charge you a bit less, but his ship's old and not as fast as he'll want you to believe. Captain Aubren is as reliable as they come. Were it my money, and all other things being equal, I'd sail with Captain Aubren, but Glyvrick is a fine second choice, too."
    - "If that's where you're headed, then the *Endeavor's* your vessel. Captain Aubren has been through that space before, and you want an experienced hand at the helm if you're going to cross that stretch of sea."
    - "See that big fella there in the corner, the one with the scars? That's Captain Jace's first mate. He's killed three crewmen on his last three voyages. 'Mutineers', says him. Just sailors who expected to be treated fairly, says I."
- If characters are having a difficult time making up their minds, port authorities could seize one of the top contenders for nonpayment of fees or for smuggling, leaving just *Gleaming Endeavor* as the top choice.

Hitching a Ride: If characters are low on funds (unlikely at this level, but possible), Aubren may be the only captain willing to let them work for their passage. They're bound for dangerous space, and he can always use more armed crew.

Disposing of Wealth: On the heels of their last adventure, see that the characters come into possession of an item that has great value but only to one, specific collector. Conversely, this item might be so valuable that everyone wants it but no one in their current location can afford to buy it. When the characters look for a way to transport their property to a buyer, they can end up with Captain Aubren for exactly the same reason that his devilish client sought him out—because he has a reputation for delivering high-value goods safely.

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